

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On August 3, 2007, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification and (iii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

- 1) Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proofs Of Claim Nos. 837 And 838 (H.E. Services Company And Robert Backie) (Docket No. 8872) [a copy of which is attached hereto as Exhibit D]
- 2) Motion For Supplemental Order Under 11 U.S.C. §§ 327, 330, And 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course Of Business ("Supplemental Ordinary Course Professional Motion") (Docket No. 8881) [a copy of which is attached hereto as Exhibit E]
- 3) Notice Of Presentment For Order Under 11 U.S.C. §§ 327(E) And 1107(B) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Wilmer Cutler Pickering Hale And Dorr LLP As Special Counsel To Delphi Nunc Pro Tunc To March 29, 2007 (Docket No. 8889) [a copy of which is attached hereto as Exhibit F]

On August 3, 2007, I caused to be served the document listed below upon the party listed on Exhibit G hereto via overnight delivery:

- 4) Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proofs Of Claim Nos. 837 And 838 (H.E. Services Company And Robert Backie) (Docket No. 8872) [a copy of which is attached hereto as Exhibit D]

Dated: August 8, 2007

/s/ Evan Gershbein  
Evan Gershbein

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 8th day of August, 2007, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Shannon J. Spencer

Commission Expires: 6/20/10

# **EXHIBIT A**

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
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## **EXHIBIT B**

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## **EXHIBIT C**

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## **EXHIBIT D**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

NOTICE OF ADJOURNMENT OF CLAIMS OBJECTION HEARING WITH RESPECT  
TO DEBTORS' OBJECTION TO PROOFS OF CLAIM NOS. 837 AND 838  
(H.E. SERVICES COMPANY AND ROBERT BACKIE)

PLEASE TAKE NOTICE that on October 31, 2006, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), objected to proofs of claim numbers 2237 and 2238<sup>1</sup> (the "Proofs of Claim") filed by Robert Backie and H.E. Services (the "Claimants") pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Objection").

PLEASE TAKE FURTHER NOTICE that on December 11, 2006, the Debtors filed the Notices Of Claims Objection Hearing With Respect To Debtors' Objection To Proofs Of Claim Nos. 2237 and 2238 (Docket Nos. 6128 and, 6127) scheduling a claims objection hearing (the "Claims Objection Hearing") for purposes of holding an evidentiary hearing on the merits of the Proofs of Claim for February 14, 2007, at 10:00 a.m. (prevailing Eastern time).

PLEASE TAKE FURTHER NOTICE that on February 2, 2007, the Debtors filed the Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proof of Claim Nos. 2237, 2238 and 14762 (Robert Backie, H.E. Services Company, and Richard Janes) (Docket No. 6822) adjourning the Claims Objection Hearing to April 27, 2007, at 10:00 a.m. (prevailing Eastern time).

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<sup>1</sup> By agreement of the parties, after the original Notices of Claims Objection Hearing were filed, proofs of claim numbers 2237 and 2238 were expunged as duplicate claims pursuant to the Order Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 Disallowing And Expunging (I) Equity Claims, (II) Claims Duplicative Of Consolidated Trustee Or Agent Claims, And (III) Duplicate And Amended Claims Identified In Second Omnibus Claims Objection, entered December 21, 2006 (Docket No. 6255), leaving proofs of claim numbers 837 and 838 as the surviving claims.

PLEASE TAKE NOTICE THAT on April 20, 2007, the Debtors filed the Notice Of Adjournment Of Claims Objection Hearing With Respect to Debtors' Objection To Proofs Of Claim Nos. 837 And 838, and 14762 (H.E. Services Company, Robert Backie, and Richard Janes<sup>2</sup>) (Docket No. 7767) adjourning the Claims Objection Hearing to June 22, 2007, at 10:00 a.m. (prevailing Eastern time).

PLEASE TAKE NOTICE THAT on July 13, 2007, the Debtors filed the Notice Of Further Adjournment Of Claims Objection Hearing With Respect to Debtors' Objection To Proofs Of Claim Nos. 837 And 838 (H.E. Services Company And Robert Backie) (Docket No. 8615) adjourning the Claims Objection Hearing to August 30, 2007, at 10:00 a.m. (prevailing Eastern time).

PLEASE TAKE FURTHER NOTICE that pursuant to Paragraph 9(a)(ii) of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December 7, 2006 (Docket No. 6089) (the "Order"), the Claims Objection Hearing is hereby further adjourned, with the consent of the Claimants, to September 6, 2007, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York (the "Court").

PLEASE TAKE FURTHER NOTICE that the Claims Objection Hearing will proceed in accordance with the procedures provided in the Order, unless such procedures are modified in accordance with Paragraph 9(k) thereof. All provisions and deadlines set forth in the Order shall remain in full force and effect. Those outstanding deadlines calculated based on the hearing date shall be calculated based on the September 6, 2007 hearing date rather than the

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<sup>2</sup> Mr. Janes has since withdrawn his claim.

August 30, 2007 hearing date. Please review the Order carefully – failure to comply with the procedures provided in the Order (or as modified pursuant to Paragraph 9(k)) could result in the disallowance and expungement of the Proof of Claim. A copy of the Order is attached hereto for your convenience.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the Claims Objection Hearing at any time at least five business days prior to the scheduled hearing upon notice to the Court and the Claimant.

Dated: New York, New York  
August 3, 2007

SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM LLP

By: /s/ John Wm. Butler, Jr.  
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John K. Lyons (JL 4951)  
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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
: In re : Chapter 11  
: :  
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
: :  
: Debtors. : (Jointly Administered)  
: :  
-----X

ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 2002(m),  
3007, 7016, 7026, 9006, 9007, AND 9014 ESTABLISHING (I) DATES FOR  
HEARINGS REGARDING OBJECTIONS TO CLAIMS AND (II) CERTAIN  
NOTICES AND PROCEDURES GOVERNING OBJECTIONS TO CLAIMS

("CLAIM OBJECTION PROCEDURES ORDER")

Upon the Motion For Order Pursuant To 11 U.S.C. §§ 502(b) And 502(c) And  
Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For  
Hearings Regarding Disallowance Or Estimation Of Claims And (ii) Certain Notices And  
Procedures Governing Hearings Regarding Disallowance Or Estimation Of Claims, dated  
October 31, 2006 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and  
affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the  
"Debtors"); and upon the objections to the Motion and the record of the hearing held on the  
Motion; and after due deliberation thereon; and good and sufficient cause appearing therefor,



IT IS HEREBY FOUND AND DETERMINED THAT:<sup>1</sup>

A. Proper, timely, adequate, and sufficient notice of the Motion has been provided, such notice was good, sufficient and appropriate under the particular circumstances, and no other or further notice of the Motion is or shall be required.

B. The Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334. The Motion is a core proceeding under 28 U.S.C. § 157 (b)(2). Venue of these cases and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

C. The relief requested in the Motion and granted herein is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. This Court shall conduct special periodic hearings on contested claims matters in these cases (the "Claims Hearing Dates"), to be held in Courtroom 610, United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 unless the Debtors and the parties whose claims are affected are otherwise notified by the Court. The following dates and times have been scheduled as Claims Hearing Dates in these chapter 11 cases:

December 13, 2006 at 10:00 a.m. (prevailing Eastern time)

January 12, 2007 at 10:00 a.m. (prevailing Eastern time)

February 14, 2007 at 10:00 a.m. (prevailing Eastern time)

March 1, 2007 at 10:00 a.m. (prevailing Eastern time)

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<sup>1</sup> Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

March 21, 2007 at 10:00 a.m. (prevailing Eastern time)

April 5, 2007 at 10:00 a.m. (prevailing Eastern time)

April 27, 2007 at 10:00 a.m. (prevailing Eastern time)

May 10, 2007 at 10:00 a.m. (prevailing Eastern time)

May 24, 2007 at 10:00 a.m. (prevailing Eastern time)

June 1, 2007 at 10:00 a.m. (prevailing Eastern time)

June 14, 2007 at 10:00 a.m. (prevailing Eastern time)

June 22, 2007 at 10:00 a.m. (prevailing Eastern time)

July 12, 2007 at 10:00 a.m. (prevailing Eastern time)

July 20, 2007 at 10:00 a.m. (prevailing Eastern time)

August 2, 2007 at 10:00 a.m. (prevailing Eastern time)

August 17, 2007 at 10:00 a.m. (prevailing Eastern time)

August 30, 2007 at 10:00 a.m. (prevailing Eastern time)

September 28, 2007 at 10:00 a.m. (prevailing Eastern time)

October 11, 2007 at 10:00 a.m. (prevailing Eastern time)

October 26, 2007 at 10:00 a.m. (prevailing Eastern time)

November 8, 2007 at 10:00 a.m. (prevailing Eastern time)

November 30, 2007 at 10:00 a.m. (prevailing Eastern time)

December 6, 2007 at 10:00 a.m. (prevailing Eastern time)

2. Any response to a claims objection or an omnibus claims objection (a "Response") must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006,

9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered on October 26, 2006 (the "Amended Eighth Supplemental Case Management Order") (Docket No. 5418), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel) and (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Randall G. Reese), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on the seventh calendar day prior to the Omnibus Hearing for which the relevant claims objection or omnibus claims objection is scheduled.

3. Every Response must contain at a minimum the following:

- (a) the title of the claims objection to which the Response is directed;
- (b) the name of the claimant (each holder of a proof of claim, a "Claimant") and a brief description of the basis for the amount of the claim;
- (c) a concise statement setting forth the reasons why the claim should not be disallowed, expunged, reduced, or reclassified, including, but not limited to, the specific factual and legal bases upon which the Claimant will rely in opposing the claims objection;
- (d) unless already set forth in the proof of claim previously filed with the Court, documentation sufficient to establish a prima facie right to payment; provided, however, that the Claimant need not disclose confidential, proprietary, or otherwise protected information in the Response; provided further, however, that the Claimant shall disclose to the Debtors all information and provide copies of all documents that the Claimant believes to be

confidential, proprietary, or otherwise protected and upon which the Claimant intends to rely in support of its Claim, subject to appropriate confidentiality constraints;

(e) to the extent that the claim is contingent or fully or partially unliquidated, the amount that the Claimant believes would be the allowable amount of such claim upon liquidation of the claim or occurrence of the contingency, as appropriate; and

(f) the address(es) to which the Debtors must return any reply to the Response, if different from the address(es) presented in the claim.

4. Only those Responses made in writing and timely filed and received will be considered by the Court. If a Claimant whose proof of claim is subject to a claims objection and who is served with the relevant claims objection fails to file and serve a timely Response in compliance with the foregoing procedures, the Debtors may present to the Court an appropriate order seeking relief with respect to such claim consistent with the relief sought in the relevant claims objection without further notice to the claimant, provided that, upon entry of such an order, the claimant shall receive notice of the entry of such order as provided below; provided, however, that if the claimant files a timely Response, which does not include the required minimum information provided in paragraph 3 above, the Debtors shall seek disallowance and expungement of the relevant claim or claims only in accordance with the Claims Hearing Procedures provided in paragraph 9 below.

5. To the extent that a Response is filed with respect to any claim listed in a claims objection (each, a "Contested Claim"), each such Claim and the objection to such Claim asserted in the claims objection shall be deemed to constitute a separate contested matter as contemplated by Bankruptcy Rule 9014.

6. The Debtors are hereby authorized and directed to serve each Claimant whose proof of claim is listed in any omnibus claims objection with (a) a personalized Notice Of Objection To Claim which specifically identifies the Claimant's proof of claim that is subject to objection and the basis for such objection and (b) a complete copy of the relevant omnibus

claims objection without exhibits. Service of omnibus claims objections in such manner shall constitute good and sufficient notice and no other or further notice to claimants of an omnibus claims objection shall be required.

7. Kurtzman Carson Consultants, LLC (the "Claims Agent") is hereby authorized and directed to serve all orders entered with respect to any omnibus claims objections, including exhibits, upon only the master service list and the 2002 list. The Claims Agent is hereby further authorized and directed to serve all claimants whose proofs of claim are the subject of an order entered with respect to an omnibus claims objection with a copy of such order, without exhibits, and a personalized Notice Of Entry Of Order in the form attached hereto as Exhibit A specifically identifying such Claimant's proof of claim that is subject to the order, the Court's treatment of such proof of claim, and the basis for such treatment, and advising the Claimant of its ability to view the order with exhibits free of charge on the Debtors' Legal Information Website. Without limiting the foregoing, the Court hereby directs the Claims Agent to serve the First Omnibus Claims Order in the manner provided hereby.

8. Any order entered by the Court with respect to an objection asserted in an omnibus claims objection shall be deemed a separate order with respect to each claim covered by such order.

9. The following procedures shall apply with respect to the determination of Contested Claims (the "Claims Hearing Procedures"):

(a) Adjournment Of Claims Hearing.

(i) All Contested Claims for which a timely Response is filed shall be automatically adjourned to a future hearing, the date of which shall be determined by the Debtors, in their sole discretion, by serving the Claimant with notice as provided herein. The Debtors may send such notice to each Claimant when they deem it appropriate to do so, subject to the requirements of the Bankruptcy Code, the Bankruptcy Rules, and any further order of this Court.

The Debtors shall schedule the further hearing upon each Contested Claim to a Claims Hearing of the Debtors' election:

(A) for a non-evidentiary hearing to address the legal sufficiency of the particular proof of claim and whether the proof of claim states a claim against the asserted Debtor under Bankruptcy Rule 7012 (a "Sufficiency Hearing"), by serving upon the relevant Claimant by facsimile or overnight delivery, and filing with this Court, a notice substantially in the form attached hereto as Exhibit B (a "Notice Of Sufficiency Hearing") and a copy of this Order at least 20 business days prior to the date of such Sufficiency Hearing, or

(B) for an evidentiary hearing on the merits of such Contested Claim (a "Claims Objection Hearing"), by serving upon the relevant Claimant by facsimile or overnight delivery, and filing with this Court, a notice substantially in the form attached hereto as Exhibit C (a "Notice Of Claims Objection Hearing" and, collectively with the Notice of Sufficiency Hearing, the "Notices of Hearing") and a copy of this Order at least 65 calendar days prior to the date of such Claims Objection Hearing.

(ii) The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Court and the Claimant at least five business days prior to the date of the scheduled hearing; provided, however, that the hearing on any Contested Claim shall not be adjourned for more than a total of 180 calendar days from date of service of the initial Notice of Hearing set forth in paragraph 9(a)(i)(A) and (B) above without consent of the Claimant with respect thereto, unless otherwise ordered by the Court.

(b) Sufficiency Hearing Procedures.

(i) To the extent that a Contested Claim is adjourned to a Sufficiency Hearing, if the Debtors wish to file a supplemental pleading, they shall file and serve their pleading no later than ten calendar days before the scheduled Sufficiency Hearing. The supplemental pleading shall not exceed fifteen single-sided, double-spaced pages.

(ii) To the extent that a Contested Claim is adjourned to a Sufficiency Hearing, if the Claimant wishes to file a supplemental response, the Claimant shall file and serve its response no later than two business days before the scheduled Sufficiency Hearing. The supplemental response shall not exceed fifteen single-sided, double-spaced pages.

(iii) To the extent that this Court determines upon conclusion of the Sufficiency Hearing that a Contested Claim cannot be disallowed in whole or in part without further proceedings, the Debtors shall provide to the Claimant a Notice Of Claims Objection Hearing pursuant to the procedures set forth above.

(c) Mandatory Meet And Confer.

(i) If (A) (1) the amount in dispute for a Contested Claim exceeds \$1,000,000 or (2) a Contested Claim asserts unliquidated claims (unless the Claimant irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000), (B) the Claimant (if an individual) or the Claimant's principal place of

business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located within 90 miles of Troy, Michigan, and (C) such Contested Claim is scheduled by the Debtors for a Claims Objection Hearing, the Debtors and the relevant Claimant shall hold an in-person meet and confer (an "In-Person Meet and Confer") at a neutral location in Troy, Michigan, or such other location as is reasonably acceptable to the Debtors, within ten business days of service of the Notice Of Claims Objection Hearing.

(ii) If (A) (1) the amount in dispute for a Contested Claim is less than or equal to \$1,000,000, (2) a Contested Claim asserts unliquidated claims and the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000, or (3) the Claimant (if an individual) or the Claimant's principal place of business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located more than 90 miles from Troy, Michigan, and (B) such Contested Claim is scheduled by the Debtors for a Claims Objection Hearing, the Debtors and the relevant Claimant shall hold a telephonic meet and confer (a "Telephonic Meet and Confer" and, collectively with In-Person Meet and Confers, the "Meet and Confers") within ten business days of service of the Notice Of Claims Objection Hearing.

(iii) The following representatives of each of the Debtors and the Claimant shall attend the Meet and Confer: (A) counsel for each of the parties, except for a Claimant proceeding pro se, who shall be prepared to discuss the matter described in paragraph 9 (k) below, and (B) a person possessing ultimate authority to reconcile, settle, or otherwise resolve the Contested Claim on behalf of the Debtors and the Claimant, respectively; provided, however, that counsel for each of the parties may participate in the Meet and Confer telephonically.

(iv) The Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the foregoing procedures or conduct the Meet and Confer in good faith.

(d) Debtors' Statement Of Disputed Issues. Within five business days after service of the Notice Of Claims Objection Hearing, the Debtors shall file and serve a written statement of disputed issues (the "Statement Of Disputed Issues") upon the Claimant. The Statement Of Disputed Issues shall contain a concise statement summarily setting forth the primary reasons why the claim should be disallowed, expunged, reduced, or reclassified as set forth in the claims objection, including, but not limited to, the material factual and legal bases upon which the Debtors will rely in prosecuting the claims objection, without prejudice to the Debtors' right to later identify and assert additional legal and factual bases for disallowance, expungement, reduction, or reclassification of the Contested Claim. The Statement of Disputed Issues shall also include documentation supporting the disallowance, expungement, reduction, or reclassification of the Contested Claim, without prejudice to the Debtors' right to later identify additional documentation supporting the disallowance, expungement, reduction, or reclassification of the Contested Claim; provided, however, that the Debtors need not disclose confidential, proprietary, or otherwise protected information in the Statement of Disputed Issues; provided further, however, that the Debtors shall disclose to the Claimant all information and

provide copies of all documents that the Debtors believe to be confidential, proprietary, or otherwise protected, subject to appropriate confidentiality constraints.

(e) Claimant's Supplemental Response. The following procedures apply to the Claimant's written supplemental response (the "Supplemental Response"), subject to modification pursuant to paragraph 9(k), filed in connection with a Claims Objection Hearing for a Contested Claim:

(i) The Claimant may file and serve its Supplemental Response (with a copy to chambers) no later than 30 business days prior to commencement of the Claims Objection Hearing. The Supplemental Response shall not exceed 20 single-sided, double-spaced pages (exclusive of exhibits or affidavits).

(ii) If the Claimant relies on exhibits, the Claimant shall include such exhibits in its Supplemental Response (other than those previously included with either its Proof of Claim or its Response); provided, however, that the Claimant need not disclose confidential, proprietary, or otherwise protected information in the Supplemental Response; provided further, however, that the Claimant shall disclose to the Debtors all information and provide copies of all documents that the Claimant believes to be confidential, proprietary, or otherwise protected and upon which the Claimant intends to rely in support of its Contested Claim, subject to appropriate confidentiality constraints. The Claimant shall include a certificate of counsel or a declaration or affidavit authenticating any documents attached to the Supplemental Response, as appropriate.

(iii) The Supplemental Response may include affidavits or declarations from no more than two witnesses setting forth the basis of the Contested Claim and evidence supporting the Contested Claim; provided, however, that if the Claimant intends to call a person not under such Claimant's control at the hearing, the Claimant shall, in lieu of an affidavit or declaration of such person, identify such person, the Claimant's basis for calling such person as a witness, and the reason that it did not file an affidavit or declaration of such person. If an affiant or declarant does not attend the Claims Objection Hearing, such affiant or declarant's affidavit or declaration shall be stricken. The Claimant shall not be permitted to elicit any direct testimony at the Claims Objection Hearing; instead, the affidavit or declaration submitted with the Supplemental Response, or such witnesses' deposition transcript if the witnesses were not under the Claimant's control, shall serve as the witnesses' direct testimony and the Debtors may cross examine the witnesses at the Claims Objection Hearing, or counter-designate deposition testimony. No other or additional witnesses may introduce evidence at the hearing on behalf of the Claimant.

(iv) No later than three business days prior to commencement of the Claims Objection Hearing, if the Claimant timely filed a Supplemental Response, the Claimant may file and serve (with a copy to chambers) an amended Supplemental Response and a supplemental affidavit or declaration on behalf of each of its witnesses solely for the purpose of supplementing the Supplemental Response and the witnesses' prior affidavits or declarations with respect to matters adduced through the discovery provided by these Claims Hearing Procedures; provided that the amended Supplemental Response shall be subject to the page limitations set forth above.



(f) Debtors' Supplemental Reply. The following procedures shall apply to the Debtors' written supplemental reply, if any (the "Supplemental Reply"), subject to modification pursuant to paragraph 9(k) below, filed in connection with a Claims Objection Hearing with respect to a Contested Claim:

(i) The Debtors may file and serve (with a copy to chambers) a Supplemental Reply no later than 20 business days prior to commencement of the Claims Objection Hearing. The Supplemental Reply shall not exceed 20 single-sided, double-spaced pages (exclusive of exhibits or affidavits).

(ii) If the Debtors rely on exhibits, the Debtors shall include such exhibits in their Supplemental Reply (other than those previously included with either their objection or reply); provided, however, that the Debtors need not disclose confidential, proprietary, or otherwise protected information in the Supplemental Reply; provided further, however, that the Debtors shall disclose to the Claimant all information and provide copies of all documents that the Debtors believe to be confidential, proprietary, or otherwise protected and upon which the Debtors intend to rely in support of their objection, subject to appropriate confidentiality constraints. The Debtors shall include a certificate of counsel or a declaration or affidavit authenticating any documents attached to the Supplemental Reply.

(iii) The Supplemental Reply may include affidavits or declarations from no more than two witnesses setting forth the Debtors' basis for objecting to the Contested Claim and evidence in support of such objection to the Contested Claim; provided, however, that if the Debtors intend to call a person not under the Debtors' control at the hearing, the Debtors shall, in lieu of an affidavit or declaration of such person, identify such person, the Debtors' basis for calling such person as a witness, and the reason that it did not file an affidavit or declaration of such person. If an affiant or declarant does not attend the Claims Objection Hearing, as appropriate, such affiant or declarant's affidavit or declaration shall be stricken. The Debtors shall not be permitted to elicit any direct testimony at the Claims Objection Hearing, instead, the affidavit or declaration submitted with the Supplemental Reply, or such witnesses' deposition transcript if the witnesses were not under the Debtors' control, shall serve as the witnesses' direct testimony and the Claimant may cross examine the witnesses at the Claims Objection Hearing or counter-designate deposition testimony. No other or additional witnesses may introduce evidence at the hearing on behalf of the Debtors.

(iv) No later than three business days prior to commencement of the Claims Objection Hearing, if the Debtors timely filed a Supplemental Reply, the Debtors may file and serve (with a copy to chambers) an amended Supplemental Reply and a supplemental affidavit or declaration on behalf of each of their witnesses solely for the purpose of supplementing the Supplemental Reply and the witnesses' prior affidavits or declarations with respect to matters adduced through the discovery provided by these Claims Hearing Procedures; provided that the amended Supplemental Reply shall be subject to the page limitations set forth above.

(g) Mandatory Non-Binding Summary Mediation. Except as set forth below, at least 15 business days prior to commencement of the Claims Objection Hearing, the Debtors and the Claimant shall submit to mandatory non-binding summary mediation (each, a

"Mediation") in an effort to consensually resolve the Contested Claim. The Mediation shall be governed by General Order M-143 except as follows. The following procedures shall apply to each Mediation, subject to modification pursuant to paragraph 9(k) below:

(i) Each Mediation shall be assigned to one of the mediators listed by the Debtors on Exhibit D hereto (each, a "Mediator"). The Debtors and the Claimant shall agree upon the Mediator at the Meet and Confer; provided that, if the Debtors and the Claimant are unable to agree upon a Mediator, the parties shall promptly report such inability to agree to the Court.

(ii) The Mediator shall not have the authority to require either the Debtors or the Claimant to provide any additional briefing with respect to the Mediation.

(iii) If (A) (1) the amount in dispute for a Contested Claim exceeds \$1,000,000 or (2) a Contested Claim asserts unliquidated claims (unless the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000) and (B) the Claimant (if an individual) or the Claimant's principal place of business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located within 90 miles of Troy, Michigan, the Mediation shall be held at a neutral location in Troy, Michigan.

(iv) If (A) (1) the amount in dispute for a Contested Claim exceeds \$1,000,000 or (2) a Contested Claim asserts unliquidated claims (unless the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000), and (B) the Claimant (if an individual) or the Claimant's principal place of business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located more than 90 miles from Troy, Michigan, the Mediation shall be held at a neutral location reasonably acceptable to the Debtors and the Claimant; provided that, if the Debtors and the Claimant are unable to agree upon a neutral location at the Meet and Confer, the parties shall promptly report such inability to agree to the Court.

(v) If (A) the amount in dispute for a Contested Claim is less than or equal to \$1,000,000 or (B) the Contested Claim asserts unliquidated claims and the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000, participation in Mediation shall be voluntary and any Mediation may be held telephonically at either the Debtors' or the Claimant's request.

(vi) A person possessing ultimate authority to reconcile, settle, or otherwise resolve the Contested Claim on behalf of each of the Debtors and the Claimant shall attend an in-person Mediation or participate in a telephonic Mediation, if any; provided, however, that the Debtors' counsel will not be precluded from attending and participating in a Mediation in the event that the claimant elects not to have its counsel attend or participate in a Mediation.

(vii) Absent consent of each of the Claimant and the Debtors, the length of the Mediation shall be limited to one day.

(viii) The Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the foregoing procedures or conduct the Mediation in good faith.

(ix) The Debtors and the Claimant shall each bear its own costs in participating in the Mediation. The Debtors are hereby authorized to pay the Mediator's fees.

(h) Claims Objection Hearing Discovery. If a Claims Objection Hearing is scheduled for a particular Contested Claim, the Debtors and the Claimant shall be bound by the following discovery procedures, which shall otherwise be governed by the Bankruptcy Rules, subject to modification pursuant to paragraph 9(k) below:

(i) No later than five business days after service of the Supplemental Response, the Debtors may request:

(A) That the Claimant produce documents relevant to the Contested Claim. Documents shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.

(B) That the Claimant respond to no more than 15 interrogatories, including discrete subparts. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.

(C) That the Claimant respond to no more than ten requests for admission. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.

(ii) No later than five business days after service of the Supplemental Reply, the Claimant may request:

(A) That the Debtors produce documents relevant to the Contested Claim. Documents shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.

(B) That the Debtors respond to no more than 15 interrogatories, including discrete subparts. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.

(C) That the Debtors respond to no more than ten requests for admission. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.

(iii) No earlier than fifteen business days prior to the commencement of the Claims Objection Hearing, but at least five business days prior to commencement of the Claims Objection Hearing, the Debtors may, at their election, take the deposition upon oral examination of each witness whose affidavit or declaration was proffered in support of the Claimant's Supplemental Response. Each deposition shall not exceed three hours.

(iv) No earlier than fifteen business days prior to the commencement of the Claims Objection Hearing, but at least five business days prior to commencement of the Claims Objection Hearing, the Claimant may, at its election, take the deposition upon oral examination of each witness whose affidavit or declaration was proffered in support of the Debtors' Supplemental Reply. Each deposition shall not exceed three hours.

(v) Except as provided in paragraph 9(g)(vi) above, nothing in this Order alters any obligation of opposing counsel with regard to communications with non-counsel opponents or any applicable law regarding corporations or other business entities to be represented by counsel.

(i) Conduct Of The Claims Objection Hearing. The Debtors and the Claimant shall each be permitted, subject to modification pursuant to paragraph 9(k) below, no more than one hour to present their respective cases, inclusive of time cross-examining their opponent's witnesses and making argument to the Court. The parties shall coordinate with each other in advance of the hearing with respect to, joint exhibit binders, stipulated admission of evidence, anticipated disputes regarding the admission of particular evidence and any designated deposition testimony.

(j) Estimation Based Upon Claimant's Asserted Estimated Amount. To the extent that a Contested Claim would be subject to estimation pursuant to section 502(c) of the Bankruptcy Code and the Debtors have sought authority to estimate such Contested Claim pursuant to an omnibus claims objection and/or a motion to estimate claims, if the Claimant has filed a Response in accordance with the procedures outlined above which (i) acknowledges that the Contested Claim is contingent or fully or partially unliquidated and (ii) provides the amount that the Claimant believes would be the allowable amount of such Contested Claim upon liquidation of the Contested Claim or occurrence of the contingency, as appropriate (the "Claimant's Asserted Estimated Amount"), the Debtors are hereby authorized, in their sole discretion, to elect to provisionally accept the Claimant's Asserted Estimated Amount as the estimated amount of such Contested Claim pursuant to section 502(c) of the Bankruptcy Code for all purposes other than allowance, but including voting and establishing reserves for purposes of distribution, subject to further objection and reduction as appropriate and section 502(j) of the Bankruptcy Code. The Debtors' election shall be made by serving the Claimant with a Notice Of Election To Accept Claimant's Asserted Estimated Amount in the form attached hereto as Exhibit E. The Contested Claim will otherwise remain subject in all respects to the procedures outlined herein.

(k) Ability To Modify Procedures By Agreement Or Order Of Court. At the Meet and Confer, the parties shall discuss discovery parameters, briefing, evidence to be presented, the timing outlined herein, and any modifications thereto that are necessary due to the facts and circumstances of the relevant Contested Claim. Should the parties be unable to agree on reasonable modifications to these Claim Hearing Procedures, if any, either party may request that the Court promptly schedule a teleconference to consider such proposed modifications. No discovery, testimony, or motion practice other than that described herein, as modified, shall be permitted, unless otherwise agreed by the parties or ordered by the Court.

10. The procedures approved herein shall not apply to claims filed by Banc of America Securities LLC (as to proof of claim number 10758), Barclays Capital Inc. (as to proof of claim number 11658), Bear, Stearns & Co. Inc. (as to proof of claim number 10732), Cadence Innovation LLC, Citigroup Global Markets, Inc. (as to proof of claim number 10731), Credit Suisse Securities (USA) LLC (as to proof of claim number 10763), Merrill Lynch, Peirce, Fenner & Smith Inc. (as to proof of claim number 10761), Morgan Stanley & Co. Inc. (as to proof of claim number 10762), the Pension Benefit Guaranty Corporation, Robert Bosch GmbH, the State of California Environmental Protection Agency, the State of Michigan Environmental Protection Agency, the State of Ohio Environmental Protection Agency, Technology Properties, Ltd., UBS Securities LLC (as to proof of claim number 10759), the United States Environmental Protection Agency, and Wachovia Capital Markets, LLC (as to proof of claim number 10760) (collectively, the "Excluded Parties") for any purpose, including, but not limited to, any objections to such claims or other litigation in respect of such claims; provided, however, that nothing contained herein shall preclude any of the Excluded Parties or the Debtors, after notice and an opportunity to be heard, from seeking to establish appropriate alternative claims resolution procedures.

11. With respect to the claim of Gary Whitney ("Mr. Whitney") (claim number 10157) and NuTech Plastics Engineering, Inc. ("NuTech") (claim number 1279 against Delphi Automotive Systems LLC), nothing in this Order shall limit Mr. Whitney's or NuTech's ability to request relief from the automatic stay provisions under section 362 of the Bankruptcy Code subject to the Debtors' right to object to such request.

12. The Debtors shall not serve a Notice of Hearing on Orix Warren, LLC ("Orix Warren") with respect to proof of claim number 10202 until the earliest of the following

to occur: (a) the Debtors assume the lease between Delphi Automotive Systems LLC and Orix Warren with respect to property located at 4551 Research Parkway in Warren, Ohio (the "Orix Lease"), (b) the Debtors reject the Orix Lease, or (c) the Orix Lease terminates or is terminated pursuant to its terms.

13. Nothing in this Order shall preclude any right to seek estimation of a claim under section 502(c) of the Bankruptcy Code, any right to seek relief from the automatic stay under section 362 of the Bankruptcy Code to liquidate a claim in a different forum, any right to seek protection of information under section 107(b) of the Bankruptcy Code or any right not specifically addressed in this Order.

14. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

15. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York  
December 6, 2006

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

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- and -

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF ENTRY OF ORDER WITH RESPECT  
TO [ ] OMNIBUS CLAIMS OBJECTION

PLEASE TAKE NOTICE that on \_\_\_\_\_, 200\_, the United States Bankruptcy  
Court for the Southern District of New York entered a [title of order] (the "Order").

PLEASE TAKE FURTHER NOTICE THAT a copy of the Order, excluding exhibits, is attached hereto.

PLEASE TAKE FURTHER NOTICE that the proof of claim listed below, which you filed against Delphi Corporation and/or other of its subsidiaries and affiliates that are debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), was the subject of the Order and was listed on Exhibit \_\_ to the Order and was accordingly disallowed and expunged, unless otherwise provided below in the column entitled "Treatment Of Claim."

<b>Date Filed</b>	<b>Claim Number</b>	<b>Asserted Claim Amount<sup>1</sup></b>	<b>Basis For Objection</b>	<b>Treatment Of Claim</b>	<b>Surviving Claim Number (if any)</b>

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<sup>1</sup> Asserted Claim Amounts listed as \$0.00 generally reflect that the claim amount asserted is unliquidated.



PLEASE TAKE FURTHER NOTICE that you may view the complete exhibits to the Order by requesting a copy from the claims and noticing agent in the above-captioned chapter 11 cases, Kurtzman Carson Consultants LLC, at 1-888-259-2691 or by accessing the Debtors' Legal Information Website at [www.delphidocket.com](http://www.delphidocket.com).

Dated: New York, New York  
\_\_\_\_\_, 200\_

BY ORDER OF THE COURT

John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
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International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF HEARING WITH RESPECT TO  
DEBTORS' OBJECTION TO PROOF OF CLAIM NO. [\_\_\_\_\_]

PLEASE TAKE NOTICE that on \_\_\_\_\_, 200\_, Delphi Corporation and certain  
of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases

(collectively, the "Debtors"), objected to proof of claim number \_\_\_\_\_ (the "Proof of Claim") filed by \_\_\_\_\_ (the "Claimant") pursuant to the [Title Of Applicable Omnibus Claims Objection] (the "Objection").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December \_\_, 2006 (the "Order"), a sufficiency hearing (the "Sufficiency Hearing") to address the legal sufficiency of the Proof of Claim and whether the Proof of Claim states a colorable claim against the asserted Debtor is hereby scheduled for \_\_\_\_\_, 200\_, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York (the "Court").

PLEASE TAKE FURTHER NOTICE that the Sufficiency Hearing will proceed in accordance with the procedures provided in the Order, unless such procedures are modified in accordance with Paragraph 9(k) thereof. Please review the Order carefully – failure to comply with the procedures provided in the Order (or as modified pursuant to Paragraph 9(k)) could result in the disallowance and expungement of the Proof of Claim. A copy of the Order is attached hereto for your convenience.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the  
Hearing at any time at least five business days prior to the scheduled hearing upon notice to the  
Court and the Claimant.

Dated: New York, New York  
\_\_\_\_\_, 200\_

SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM LLP

By: \_\_\_\_\_  
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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF CLAIMS OBJECTION HEARING WITH  
RESPECT TO DEBTORS' OBJECTION TO PROOF OF CLAIM NO. [\_\_\_\_\_]

PLEASE TAKE NOTICE that on \_\_\_\_\_, 200\_, Delphi Corporation and certain  
of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases

(collectively, the "Debtors"), objected to proof of claim number \_\_\_\_\_ (the "Proof of Claim") filed by \_\_\_\_\_ (the "Claimant") pursuant to the [Title Of Applicable Omnibus Claims Objection] (the "Objection").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December \_\_, 2006 (the "Order"), a claims objection hearing (the "Claims Objection Hearing") for purposes of holding an evidentiary hearing on the merits of the Proof of Claim is hereby scheduled for \_\_\_\_\_, 200\_\_, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York (the "Court").

PLEASE TAKE FURTHER NOTICE that the Claims Objection Hearing will proceed in accordance with the procedures provided in the Order, unless such procedures are modified in accordance with Paragraph 9(k) thereof. Please review the Order carefully – failure to comply with the procedures provided in the Order (or as modified pursuant to Paragraph 9(k)) could result in the disallowance and expungement of the Proof of Claim. A copy of the Order is attached hereto for your convenience.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the Hearing at any time at least five business days prior to the scheduled hearing upon notice to the Court and the Claimant.

Dated: New York, New York  
\_\_\_\_\_, 200\_

SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM LLP

By: \_\_\_\_\_  
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EXHIBIT D

LIST OF MEDIATORS

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Morton Collins  
Susan Cook  
Samuel Damren  
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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

NOTICE OF DEBTORS' ELECTION TO ACCEPT CLAIMANT'S  
ASSERTED ESTIMATED AMOUNT FOR PROOF OF CLAIM NUMBER [\_\_\_\_\_]

PLEASE TAKE NOTICE that on \_\_\_\_\_, 200\_, Delphi Corporation and certain  
of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases

(collectively, the "Debtors"), objected to proof of claim number \_\_\_\_\_ (the "Proof of Claim") filed by \_\_\_\_\_ (the "Claimant") pursuant to the [Title Of Applicable Omnibus Claims Objection] (the "Objection").

PLEASE TAKE FURTHER NOTICE that on \_\_\_\_\_, 200\_, the Claimant filed its response to the objection, wherein Claimant (i) acknowledged that the Proof of Claim asserts claims that are contingent or fully or partially unliquidated and (ii) stated that the Claimant believes that the allowable amount of the Proof of Claim upon liquidation of the Contested Claim or occurrence of the contingency, as appropriate, is \$\_\_\_\_\_ (the "Claimant's Asserted Estimated Amount").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December \_\_, 2006 (the "Order"), the Debtors hereby provide notice that the Debtors elect to accept the Claimant's Asserted Estimated Amount as the estimated amount of the Proof of Claim pursuant to section 502(c) of the Bankruptcy Code as set forth in the Objection. A copy of the Order is attached hereto.

PLEASE TAKE FURTHER NOTICE that any hearing scheduled pursuant to the Order is hereby cancelled.

PLEASE TAKE FURTHER NOTICE that the Debtors' election to accept the Claimant's Asserted Estimated Amount is without prejudice to the Debtors' right to object to any other claims in these chapter 11 cases, or to further object to the Proof of Claim, on any grounds whatsoever.

Dated: New York, New York  
\_\_\_\_\_, 200\_

SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM LLP

By: \_\_\_\_\_  
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# **EXHIBIT E**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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MOTION FOR SUPPLEMENTAL ORDER UNDER 11 U.S.C. §§ 327, 330,  
AND 331 AUTHORIZING RETENTION OF PROFESSIONALS UTILIZED  
BY DEBTORS IN ORDINARY COURSE OF BUSINESS

("SUPPLEMENTAL ORDINARY COURSE PROFESSIONALS MOTION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this motion (the "Supplemental OCP Motion") for a supplemental order under 11 U.S.C. §§ 327, 330, and 331 authorizing (a) the termination of the formal retention of certain professional firms in these chapter 11 cases and (b) the retention and employment of those professional firms as ordinary course professionals. In support of this Supplemental OCP Motion, the Debtors respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8 and 14, 2005, the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession under Bankruptcy Code sections 1107(a) and 1108. The Court has ordered joint administration of these cases.

2. No trustee or examiner has been appointed in these cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors (the Creditors' Committee). On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders (together with the official committee of unsecured creditors, the "Statutory Committees").

3. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 327, 330, and 331 of the Bankruptcy Code.

B. Current Business Operations Of The Debtors

5. Delphi and its subsidiaries and affiliates (collectively, the "Company") as of December 31, 2006 had global net sales of \$26.4 billion and global assets of approximately \$15.4 billion.<sup>1</sup> At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and continue their business operations without supervision from the Bankruptcy Court.<sup>2</sup>

6. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer ("OEM").

7. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to the Company in accordance with

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<sup>1</sup> The aggregated financial data used in this Motion generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates as disclosed in the Company's Form 10-K filed on February 27, 2007.

<sup>2</sup> On March 20 2007, Delphi Automotive Systems Espana S.L. ("DASE"), whose sole operation is a non-core automotive component plant in Cadiz, Spain, filed a "Concurso" application for a Spanish insolvency proceeding. The application was approved by the Spanish court on April 13, 2007. On July 4, 2007, DASE, its Concurso receivers, and the Cadiz workers councils and unions reached a settlement on a social plan, the funding of which was approved by this Court on July 19, 2007. The Concurso proceeding is consistent with Delphi's transformation plan to optimize its manufacturing footprint and to lower its overall cost structure.

the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

C. Events Leading To The Chapter 11 Filing

8. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales.<sup>3</sup> Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net losses of approximately \$2.4 billion on net sales of \$26.9 billion. Moreover, in 2006, the Debtors incurred a net loss of \$5.5 billion, \$3.0 billion of which comprised charges related to the U.S. employee special attrition programs.

9. The Debtors believe that the Company's financial performance has deteriorated because of (i) increasingly unsustainable U.S. legacy liabilities and operational restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of which have the effect of creating largely fixed labor costs, (ii) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (iii) increasing commodity prices.

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<sup>3</sup> Reported net losses in calendar year 2004 reflect a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004. The Company's net operating loss in calendar year 2004 was \$482 million.



10. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements. Because discussions with its major stakeholders had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete its transformation plan and preserve value for its stakeholders.

D. The Debtors' Transformation Plan

11. On March 31, 2006, the Company outlined five key tenets of its transformation plan.<sup>4</sup> First, Delphi must modify its labor agreements to create a competitive arena in which to conduct business.<sup>5</sup> Second, the Debtors must conclude their negotiations with

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<sup>4</sup> In furtherance of the Debtors' transformation plan, on December 18, 2006, the Debtors announced their execution of an equity purchase and commitment agreement with certain investors, and a plan framework support agreement with those investors and GM. On April 19, 2007, Delphi confirmed that it anticipated negotiating changes to the agreements, primarily as a result of addressing differences in views regarding the Company's reorganization enterprise value among the investors, GM, the Statutory Committees, and the Company. On July 9, 2007, Delphi confirmed that it had formally terminated the equity purchase and commitment agreement and related plan framework support agreement but that it expected to enter into new framework agreements with plan investors presently. Subsequently, on July 18, 2007, Delphi announced that it had accepted a new proposal for an equity purchase and commitment agreement (the "Delphi-Appaloosa EPCA") submitted by a group comprising a number of the original plan investors (affiliates of Appaloosa Management L.P., Harbinger Capital Partners Master Fund I, Ltd., Merrill Lynch, Pierce, Fenner & Smith Inc., and UBS Securities LLC) as well as, Goldman Sachs & Co. and an affiliate of Pardus Capital Management, L.P. (collectively, the "New Plan Investors"). Under the Delphi-Appaloosa EPCA, which is subject to Court approval, the New Plan Investors would invest up to \$2.55 billion in preferred and common equity in the reorganized Delphi to support the Company's transformation plan and plan of reorganization.

<sup>5</sup> Among the progress made to date, on June 22, 2007, Delphi reached an agreement with the International Union, United Automobile, Aerospace, and Agricultural Implement Workers of America (the "UAW") and GM that (a) modifies, extends, or terminates provisions of the existing collective bargaining agreements among Delphi, the UAW, and its various locals, (b) provides that GM will undertake certain financial obligations to Delphi's UAW-represented employees and retirees to facilitate these modifications, and (c) modifies retiree welfare benefits for certain UAW-represented retirees of the Debtors. This agreement, which was approved by this Court on July 19, 2007, should facilitate the Debtors' reaching consensual resolutions of their labor issues with the remaining unions and GM and permit the Debtors to continue to implement their transformation plan and to develop, prosecute, confirm, and consummate a plan of reorganization. Delphi is currently engaged in settlement discussions with its second and third largest U.S. labor unions and is working to conclude discussions with those unions as well as three smaller unions as soon as practicable.

GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain GM's business commitment to the Company.<sup>6</sup> Third, the Debtors must streamline their product portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus.<sup>7</sup> Fourth, the Debtors must transform their salaried workforce to ensure that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint.<sup>8</sup> Finally, the Debtors must devise a workable solution to their current pension situation.<sup>9</sup>

12. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-

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<sup>6</sup> On July 9, 2007, Delphi confirmed that its discussions with GM on a comprehensive settlement agreement had entered the documentation phase and that it expected that a settlement with GM would be incorporated into the Debtors' plan of reorganization rather than filed with this Court for separate approval.

<sup>7</sup> In connection with their March 31, 2006 announced transformation plan, the Debtors classified "core" and "non-core" product lines and plants. The Debtors have been working to divest non-core assets so as to maximize the value of the estate for stakeholders. During the 2006 and 2007 calendar years, for example, the Debtors sold substantially all of the assets related to MobileAria, Inc., its chapter 11 affiliate, obtained court approval for the sale of substantially all of the assets of their brake hose and Saltillo, Mexico brake plant businesses, and obtained court approval of bid procedures related to the upcoming sale of substantially all assets used in their catalyst business. In addition, as announced publicly, the Debtors anticipate selling additional non-core assets, including, without limitation, their steering, interior, and closures businesses.

<sup>8</sup> As part of this effort, effective July 1, 2006, the Company realigned its business operations to focus its product portfolio on core technologies for which the Company believes it has significant competitive and technological advantages. The Company's revised operating structure consists of its four core business segments: Electronics and Safety, Thermal Systems, Powertrain Systems, and Electrical/Electronic Architecture. The Company also has two additional segments, Steering and Automotive Holdings Group, which will be transitioned as part of the Company's transformation plan. The Debtors also made significant progress in ensuring that their organizational and cost structure is competitive in obtaining the entry of this Court's Order Under 11 U.S.C. § 363(b) And Fed. R. Bankr. P. 6004 Authorizing Debtors To Enter Into Finance Outsourcing Agreement on April 23, 2007 (Docket No. 7773) (the "Finance Outsourcing Order"). The Finance Outsourcing Order authorized the Debtors to outsource certain of the Debtors' accounts receivable, accounts payable, fixed assets, travel and expense reporting, general ledger, and contract administration processes and significantly reduce SG&A expenses as part of their transformation plan.

<sup>9</sup> To that end, on May 31, 2007, the Bankruptcy Court granted the Debtors' motion for authority to perform under the terms of those certain September 30, 2006 plan year funding waivers, which were approved by the IRS, for both the Delphi Hourly-Rate Employees Plan and the Delphi Retirement Program for Salaried Employees (collectively, the "Plans"). On July 13, 2007, the IRS modified the conditional funding waivers granted to Delphi related to the Plans, extending the dates by which Delphi is required to file a plan of reorganization and emerge from chapter 11 to December 31, 2007 and February 28, 2008, respectively.

positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

#### Relief Requested

13. On October 8, 2005 the Debtors filed a motion (the "Initial OCP Motion") for an order under sections 327, 330, and 331 of the Bankruptcy Code authorizing the retention of professionals utilized by the Debtors in the ordinary course of business (collectively, the "Ordinary Course Professionals"). On November 4, 2005 this Court entered an order granting the relief requested in the Initial OCP Motion (the "Initial OCP Order") (Docket No. 883). By this Supplemental OCP Motion, the Debtors seek an order (the "Supplemental OCP Order") authorizing (a) the termination of the formal retention of five professional firms<sup>10</sup> who have been retained by the Debtors, with Court approval, pursuant to formal retention applications (collectively, the "Five Firms") and (b) the retention and employment of the Five Firms as Ordinary Course Professionals.

#### Basis For Relief

14. Paragraph 3 of the Initial OCP Order authorized the Debtors to make monthly payments for fees and expenses to each of the Ordinary Course Professionals in the ordinary course of business, provided, however, that fees paid to an Ordinary Course Professional could not exceed either (a) \$50,000 per month for each Ordinary Course Professional (the "Monthly OCP Threshold") or (b) \$500,000 in the aggregate for each Ordinary Course Professional over the course of these chapter 11 cases (the "Case OCP Threshold" and, together with the Monthly

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<sup>10</sup> Banner & Witcoff, Ltd., Cadwalader, Wickersham & Taft LLP, Dickinson Wright PLLC, DLA Piper LLP, and Quinn Emanuel Urquhart Oliver & Hedges LLP.

OCP Threshold, the "OCP Thresholds"). Under paragraph 4 of the Initial OCP Order, if the fees payable to any Ordinary Course Professional exceeded either of the OCP Thresholds, the Debtors were required to formally retain such Ordinary Course Professional.

15. Banner & Witcoff, Ltd., Cadwalader, Wickersham & Taft LLP, Dickinson Wright PLLC, DLA Piper LLP, and Quinn Emanuel Urquhart Oliver & Hedges LLP,<sup>11</sup> each of which was originally retained as an Ordinary Course Professional, were subsequently formally retained because each of them had exceeded the Monthly OCP Threshold.

16. Although in the past each of the Five Firms exceeded the Monthly OCP Threshold, none has done so since at least February 2007. Set forth below is a summary of the monthly fees billed by each of the Five Firms from February 2007 through May 2007, as well as the aggregate<sup>12</sup> fees billed to the Debtors by each firm in these chapter 11 cases through May 2007:

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<sup>11</sup> See Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Banner & Witcoff, Ltd. As Intellectual Property Counsel To Debtors (Docket No. 1708), entered January 3, 2006; Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Cadwalader, Wickersham & Taft LLP As Government Investigations Counsel To Debtors (Docket No. 2786), entered March 9, 2006; Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Dickinson Wright PLLC As Intellectual Property Counsel To Debtors (Docket No. 2772), entered March 9, 2006; Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of DLA Piper LLP As Corporate, Employment , And Intellectual Property Counsel To Debtor Mobilearia, Inc. Nunc Pro Tunc to May 1, 2006 (Docket No. 5562), entered on November 16, 2006; and Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Quinn Emanuel Urquhart Oliver & Hedges, LLP As Special Litigation Counsel To Debtors (Docket No. 2784), entered on March 10, 2006.

<sup>12</sup> Includes fees awarded by the Court on the first, second, third, and fourth interim fee periods, plus fees billed for the months of February, March, April, and May, 2007.

<b>Professional</b>	<b>February</b>	<b>March</b>	<b>April</b>	<b>May</b>	<b>Aggregate Fees</b>
Banner & Witcoff, Ltd.	\$6,786.00	\$7,177.50	\$10,330.00	\$21,940.50	\$253,562.71
Cadwalader, Wickersham & Taft, LLP	\$328.50	Not billed yet	Not billed yet	Not billed yet	\$244,987.97
DLA Piper US, LLP	Not billed yet	Not billed yet	Not billed yet	Not billed yet	\$288,801.25
Dickinson Wright PLLC	\$11,492.50	\$26,250.50	\$20,191.00	\$20,063.00	\$402,200.50
Quinn Emanuel Urquhart Oliver & Hedges LLP	\$122.00	\$36,743.00	\$37,883.00	\$8,678.5	\$125,137.00

17. As stated in paragraph 19 of the Initial OCP Motion, the procedures established in the Initial OCP Order were established to relieve this Court, the U.S. Trustee, the joint fee review committee (the "Fee Committee") , and the Creditors' Committee of the burden of reviewing numerous fee applications involving relatively small fees and expenses.

18. The amounts now being billed by each of the Five Firms make it inefficient and costly to require them to file interim and final fee applications in accordance with sections 330(a) and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the applicable guidelines established by the U.S. Trustee, and the applicable orders of this Court. Consequently, the Debtors, with the agreement of the U.S. Trustee and the Fee Committee, request that this Court (a) terminate the formal retention of each of the Five Firms and (b) authorize the Debtors to retain each of the Five Firms as Ordinary Course Professionals, provided, however, that each of the Five Firms will continue to file interim and final fee applications with respect to all fees and expenses incurred by them on or before the date of entry of the Supplemental OCP Order.

19. From and after the date of entry of the Supplemental OCP Order, and in accordance with the terms of the Initial OCP Order, if the fees payable to any of the Five Firms exceed either of the OCP Thresholds, such firm shall be required to be retained once again pursuant to a formal retention application before any further fees or expenses may be paid to such firm.

20. In addition, from and after the date of entry of the Supplemental OCP Order, and in accordance with the terms of the Initial OCP Order, each of the Five Firms will be required to file and serve an affidavit of legal ordinary course professional (the "OCP Affidavit") in the form attached as Exhibit 2 to the Initial OCP Order. Pursuant to paragraph 7 of the Initial OCP Order, if no objection to the retention of any of the Five Firms is received 10 days after the receipt of the applicable OCP Affidavit, the Debtors shall be authorized to retain such professional as a final matter, effective to the date of entry of the Supplemental OCP Order.

21. The Debtors submit that the retention of the Five Firms as Ordinary Course Professionals and the payment of compensation on the basis set forth herein is in the best interests of the Debtors, their estates, and creditors and should be approved by this Court.

Memorandum Of Law

22. Because the legal points and authorities upon which this Supplemental OCP Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter an order authorizing (a) the termination of the formal retention of the Five Firms which have been retained by the Debtors with Court approval pursuant to formal retention applications, (b) the retention and employment of the Five Firms as Ordinary Course Professionals, and (c) granting the Debtors such other and further relief as is just.

Dated: New York, New York  
August 3, 2007

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

SUPPLEMENTAL ORDER UNDER 11 U.S.C. §§ 327, 330,  
AND 331 AUTHORIZING RETENTION OF PROFESSIONALS  
UTILIZED BY DEBTORS IN ORDINARY COURSE OF BUSINESS

("SUPPLEMENTAL ORDINARY COURSE PROFESSIONALS ORDER")

Upon the motion, dated August 3, 2007, of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for a supplemental order under sections 327, 330, and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended and in effect October 8, 2005 (the "Bankruptcy Code"), authorizing (a) the termination of the formal retention of five professional firms who have been retained by the Debtors with Court approval pursuant to formal retention applications, (b) the retention and employment of such firms as professionals utilized by the Debtors in the ordinary course of business (collectively, the "Ordinary Course Professionals"), and (c) the Debtors to compensate the same professionals as Ordinary Course Professionals in accordance with the provisions of the Order Under 11 U.S.C §§ 327, 330, And 331 Authorizing Retention Of Professionals Utilized by Debtors In Ordinary Course of Business (the "Initial OCP Order"), for services rendered from the date of entry of this order, without the necessity of Court approval; and this Court having determined that the relief set forth herein is in the best interests of the



Debtors, their estates, their creditors, and other parties-in-interest; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The formal retention<sup>1</sup> of the following five law firms:  
  
Banner & Witcoff, Ltd., Cadwalader, Wickersham & Taft LLP, Dickinson Wright PLLC, DLA Piper LLP, and Quinn Emanuel Urquhart Oliver & Hedges LLP (collectively, the "Five Firms ") is terminated as of the date of entry of this Order.
2. The Debtors are authorized to employ and retain the Five Firms as Ordinary Course Professionals.
3. The Debtors are hereby authorized but not directed to make monthly payments for compensation and reimbursement of expenses to each of the Five Firms without formal application to this Court, in the manner provided by the Initial OCP Order, provided, however, that each of the Five Firms shall file fee applications in accordance with sections 330(a) and 331 of the Bankruptcy Code, the Bankruptcy Rules, applicable guidelines established by the U.S. Trustee, and applicable orders of this Court with respect to all fees and expenses incurred on or before the date of entry of this order.

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<sup>1</sup> See Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Banner & Witcoff, Ltd. As Intellectual Property Counsel To Debtors (Docket No. 1708), entered January 3, 2006; Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Cadwalader, Wickersham & Taft LLP As Government Investigations Counsel To Debtors (Docket No. 2786), entered March 9, 2006; Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Dickinson Wright PLLC As Intellectual Property Counsel To Debtors (Docket No. 2772), entered March 9, 2006; Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of DLA Piper LLP As Corporate, Employment , And Intellectual Property Counsel To Debtor Mobilearia, Inc. Nunc Pro Tunc to May 1, 2006 (Docket No. 5562) entered on November 16, 2006; and Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Quinn Emanuel Urquhart Oliver & Hedges, LLP As Special Litigation Counsel To Debtors (Docket No. 2784), entered on March 10, 2006.

4. To the extent that fees payable to any of the Five Firms exceed either of the applicable limits set forth in paragraph 3 of the Initial OCP Order, such firm shall be required to be retained pursuant to a formal retention application before any further fees or expenses may be paid.

5. Pursuant to the Initial OCP Order, each of the Five Firms shall file and serve an affidavit of legal ordinary course professional, substantially in the form of the affidavit attached to the Initial OCP Order as Exhibit 2.

6. Pursuant to the Initial OCP Order, if no objection to the retention of any of the Five Firms is received 10 days after the receipt of the applicable affidavit of legal ordinary course professional, the Debtors shall be authorized to retain such professional as a final matter, effective to the date of entry of this order.

Dated: New York, New York  
August \_\_, 2007

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UNITED STATES BANKRUPTCY JUDGE

**Presentment Date And Time: August 13, 2007 at 4:00 p.m.**  
**Objection Deadline: August 13, 2007 at 2:00 p.m.**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

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(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05- 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

NOTICE OF PRESENTMENT OF SUPPLEMENTAL ORDER UNDER 11 U.S.C. §§  
327, 330, AND 331 AUTHORIZING RETENTION OF PROFESSIONALS  
UTILIZED BY DEBTORS IN ORDINARY COURSE OF BUSINESS

PLEASE TAKE NOTICE that on August 3, 2007, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases, filed the Motion For Supplemental Order Under 11 U.S.C. §§ 327, 330, And 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course Of Business (the "Motion," a copy of which is attached to this notice as Exhibit A).

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Motion will be held on August 16, 2007 at 10:00 a.m. (prevailing Eastern time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Motion are timely filed, served, and received, the order filed with the Motion and attached to this notice as Exhibit B will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on August 13, 2007 at 4:00 p.m. (prevailing Eastern time).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain

Notice, Case Management, And Administrative Procedures, entered by this Court on October 26, 2006, as amended (the "Amended Eighth Supplemental Case Management Order") (Docket No. 5418), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) (registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format)), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Brian Resnick), (iv) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security holders, Fried Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **2:00 p.m. (prevailing Eastern time) on August 13, 2007** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Amended Eighth Supplemental Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and in the Amended Eighth Supplemental Case Management Order, the Bankruptcy Court may enter an order granting the Motion **without further notice**.

Dated: New York, New York  
August 3, 2007

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 9331)  
Ron E. Meisler (RM 3026)  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606

- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Four Times Square  
New York, New York 10036

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

## **EXHIBIT F**

**Presentment Date and Time: August 13, 2007 at 4:00 p.m.**  
**Objection Deadline: August 13, 2007 at 2:00 p.m.**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

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International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05- 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF PRESENTMENT FOR ORDER UNDER 11 U.S.C. §§ 327(e)  
AND 1107(b) AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT  
AND RETENTION OF WILMER CUTLER PICKERING HALE AND DORR LLP  
AS SPECIAL COUNSEL TO DELPHI NUNC PRO TUNC TO MARCH 29, 2007



PLEASE TAKE NOTICE that on August 3, 2007, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases, filed the Second Supplemental Application For Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Wilmer Cutler Pickering Hale And Dorr LLP As Special Counsel To Delphi Nunc Pro Tunc To March 29, 2007 (the "Application," attached to this notice as Exhibit A).

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Application will be held on August 16, 2007 at 10:00 a.m. (prevailing Eastern time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Application are timely filed, served, and received, the order filed with the Application and attached to this notice as Exhibit B will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on August 13, 2007 at 4:00 p.m. (prevailing Eastern time).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R.

Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on October 26, 2006, as amended (the "Amended Eighth Supplemental Case Management Order") (Docket No. 5418), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Brian Resnick), (iv) counsel for the Official Committee Of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (v) Ivins, Phillips & Barker, 1700 Pennsylvania Avenue, NW Suite 600, Washington, D.C. 20006 (Att'n: William L. Sollee, Jr.), (vi) counsel for the Official Committee Of Equity Security Holders, Fried Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York

10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **2:00 p.m. (prevailing Eastern time) on August 13, 2007** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Amended Eighth Supplemental Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Application are timely filed and served in accordance with the procedures set forth herein and in the Amended Eighth Supplemental Case Management Order, the Bankruptcy Court may enter an order granting the Application **without further notice**.

Dated: New York, New York  
August 3, 2007

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 9331)  
Ron E. Meisler (RM 3026)  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606

- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
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New York, New York 10036

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

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International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

SECOND SUPPLEMENTAL APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e)  
AND 1107(b) AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT  
AND RETENTION OF WILMER CUTLER PICKERING HALE AND DORR LLP  
AS SPECIAL COUNSEL TO DELPHI NUNC PRO TUNC TO MARCH 29, 2007

("WCPHD SECOND SUPPLEMENTAL RETENTION APPLICATION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") hereby submits this Second Supplemental Retention Application (the "Second Supplemental Retention Application") for an order under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Wilmer Cutler Pickering Hale and Dorr LLP ("WCPHD") as special counsel to the Debtors, nunc pro tunc to March 29, 2007. In support of this Second Supplemental Retention Application, the Debtors submit the supplemental declaration and disclosure statement of David A. Wilson in support of the Second Supplemental Retention Application, executed on July 31, 2007 (the "Wilson Declaration"). In further support of this Second Supplemental Retention Application, the Debtors respectfully represent as follows:

### Background

#### A. The Chapter 11 Filings

1. On October 8 and 14, 2005, the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession under Bankruptcy Code sections 1107(a) and 1108. The Court has ordered joint administration of these cases.

2. No trustee or examiner has been appointed in these cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors. On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders (together with the official committee of unsecured creditors, the "Statutory Committees").

3. This Court has jurisdiction over this application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 327(e) and 1107(b) of the Bankruptcy Code and rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

#### B. Current Business Operations Of The Debtors

5. Delphi and its subsidiaries and affiliates (collectively, the "Company") as of December 31, 2006 had global net sales of \$26.4 billion and global assets of approximately

\$15.4 billion.<sup>1</sup> At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and continue their business operations without supervision from the Bankruptcy Court.<sup>2</sup>

6. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer ("OEM").

7. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's

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<sup>1</sup> The aggregated financial data used in this Second Supplemental Retention Application generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates as disclosed in the Company's Form 10-K filed on February 27, 2007.

<sup>2</sup> On March 20 2007, Delphi Automotive Systems Espana S.L. ("DASE"), whose sole operation is a non-core automotive component plant in Cadiz, Spain, filed a "Concurso" application for a Spanish insolvency proceeding. The application was approved by the Spanish court on April 13, 2007. On July 4, 2007, DASE, its Concurso receivers, and the Cadiz workers councils and unions reached a settlement on a social plan, the funding of which was approved by this Court on July 19, 2007. The Concurso proceeding is consistent with Delphi's transformation plan to optimize its manufacturing footprint and to lower its overall cost structure.

single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

C. Events Leading To The Chapter 11 Filing

8. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales.<sup>3</sup> Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net losses of approximately \$2.4 billion on net sales of \$26.9 billion. Moreover, in 2006, the Debtors incurred a net loss of \$5.5 billion, \$3.0 billion of which comprised charges related to the U.S. employee special attrition programs.

9. The Debtors believe that the Company's financial performance has deteriorated because of (i) increasingly unsustainable U.S. legacy liabilities and operational restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of which have the effect of creating largely fixed labor costs, (ii) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (iii) increasing commodity prices.

10. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements. Because discussions

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<sup>3</sup> Reported net losses in calendar year 2004 reflect a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004. The Company's net operating loss in calendar year 2004 was \$482 million.

with its major stakeholders had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete its transformation plan and preserve value for its stakeholders.

D. The Debtors' Transformation Plan

11. On March 31, 2006, the Company outlined five key tenets of its transformation plan.<sup>4</sup> First, Delphi must modify its labor agreements to create a competitive arena in which to conduct business.<sup>5</sup> Second, the Debtors must conclude their negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain GM's business commitment to the Company.<sup>6</sup> Third, the Debtors must streamline their product

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<sup>4</sup> In furtherance of the Debtors' transformation plan, on December 18, 2006, the Debtors announced their execution of an equity purchase and commitment agreement with certain investors, and a plan framework support agreement with those investors and GM. On April 19, 2007, Delphi confirmed that it anticipated negotiating changes to the agreements, primarily as a result of addressing differences in views regarding the Company's reorganization enterprise value among the investors, GM, the Statutory Committees, and the Company. On July 9, 2007, Delphi confirmed that it had formally terminated the equity purchase and commitment agreement and related plan framework support agreement but that it expected to enter into new framework agreements with plan investors presently. Subsequently, on July 18, 2007, Delphi announced that it had accepted a new proposal for an equity purchase and commitment agreement (the "Delphi-Appaloosa EPCA") submitted by a group comprising a number of the original plan investors (affiliates of Appaloosa Management L.P., Harbinger Capital Partners Master Fund I, Ltd., Merrill Lynch, Pierce, Fenner & Smith Inc., and UBS Securities LLC) as well as, Goldman Sachs & Co. and an affiliate of Pardus Capital Management, L.P. (collectively, the "New Plan Investors"). Under the Delphi-Appaloosa EPCA, which is subject to Court approval, the New Plan Investors would invest up to \$2.55 billion in preferred and common equity in the reorganized Delphi to support the Company's transformation plan and plan of reorganization.

<sup>5</sup> Among the progress made to date, on June 22, 2007, Delphi reached an agreement with the International Union, United Automobile, Aerospace, and Agricultural Implement Workers of America (the "UAW") and GM that (a) modifies, extends, or terminates provisions of the existing collective bargaining agreements among Delphi, the UAW, and its various locals, (b) provides that GM will undertake certain financial obligations to Delphi's UAW-represented employees and retirees to facilitate these modifications, and (c) modifies retiree welfare benefits for certain UAW-represented retirees of the Debtors. This agreement, which was approved by this Court on July 19, 2007, should facilitate the Debtors' reaching consensual resolutions of their labor issues with the remaining unions and GM and permit the Debtors to continue to implement their transformation plan and to develop, prosecute, confirm, and consummate a plan of reorganization. Delphi is currently engaged in settlement discussions with its second and third largest U.S. labor unions and is working to conclude discussions with those unions as well as three smaller unions as soon as practicable.

<sup>6</sup> On July 9, 2007, Delphi confirmed that its discussions with GM on a comprehensive settlement agreement had entered the documentation phase and that it expected that a settlement with GM would be incorporated into the Debtors' plan of reorganization rather than filed with this Court for separate approval.



portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus.<sup>7</sup> Fourth, the Debtors must transform their salaried workforce to ensure that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint.<sup>8</sup> Finally, the Debtors must devise a workable solution to their current pension situation.<sup>9</sup>

12. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

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<sup>7</sup> In connection with their March 31, 2006 announced transformation plan, the Debtors classified "core" and "non-core" product lines and plants. The Debtors have been working to divest non-core assets so as to maximize the value of the estate for stakeholders. During the 2006 and 2007 calendar years, for example, the Debtors sold substantially all of the assets related to MobileAria, Inc., its chapter 11 affiliate, obtained court approval for the sale of substantially all of the assets of their brake hose and Saltillo, Mexico brake plant businesses, and obtained court approval of bid procedures related to the upcoming sale of substantially all assets used in their catalyst business. In addition, as announced publicly, the Debtors anticipate selling additional non-core assets, including, without limitation, their steering, interior, and closures businesses.

<sup>8</sup> As part of this effort, effective July 1, 2006, the Company realigned its business operations to focus its product portfolio on core technologies for which the Company believes it has significant competitive and technological advantages. The Company's revised operating structure consists of its four core business segments: Electronics and Safety, Thermal Systems, Powertrain Systems, and Electrical/Electronic Architecture. The Company also has two additional segments, Steering and Automotive Holdings Group, which will be transitioned as part of the Company's transformation plan. The Debtors also made significant progress in ensuring that their organizational and cost structure is competitive in obtaining the entry of this Court's Order Under 11 U.S.C. § 363(b) And Fed. R. Bankr. P. 6004 Authorizing Debtors To Enter Into Finance Outsourcing Agreement on April 23, 2007 (Docket No. 7773) (the "Finance Outsourcing Order"). The Finance Outsourcing Order authorized the Debtors to outsource certain of the Debtors' accounts receivable, accounts payable, fixed assets, travel and expense reporting, general ledger, and contract administration processes and significantly reduce SG&A expenses as part of their transformation plan.

<sup>9</sup> To that end, on May 31, 2007, the Bankruptcy Court granted the Debtors' motion for authority to perform under the terms of those certain September 30, 2006 plan year funding waivers, which were approved by the IRS, for both the Delphi Hourly-Rate Employees Plan and the Delphi Retirement Program for Salaried Employees (collectively, the "Plans"). On July 13, 2007, the IRS modified the conditional funding waivers granted to Delphi related to the Plans, extending the dates by which Delphi is required to file a plan of reorganization and emerge from chapter 11 to December 31, 2007 and February 28, 2008, respectively.

Relief Requested

13. By this Second Supplemental Retention Application, the Debtors seek to employ and retain WCPHD, as special counsel to Delphi in connection with the matters described below, effective March 29, 2007. Accordingly, the Debtors respectfully request entry of an order under sections 327(e) and 1107(b) of the Bankruptcy Code and Bankruptcy Rule 2014 authorizing the employment and retention of WCPHD as special counsel in accordance with the terms set forth in this Second Supplemental Retention Application, the Wilson Declaration, and the engagement letter dated June 14, 2007 (the "June 14, 2007 Engagement Letter"), attached to the Wilson Declaration as Exhibit 1.

Prior Retention Applications

14. Since 2004, the Securities and Exchange Commission (the "SEC") and other authorities have been investigating Delphi's accounting and adequacy of disclosures for a number of transactions (the "SEC Investigation"). The Audit Committee of the Company's Board of Directors (the "Audit Committee") undertook the task of examining the circumstances giving rise to the SEC Investigation and ensuring that appropriate actions were taken with respect thereto, including disciplinary actions against certain employees and communicating and cooperating fully with the SEC and other government authorities. In connection with this matter, Delphi retained WCPHD to represent the Audit Committee for these purposes under the terms of that certain engagement letter dated August 24, 2004 (the "Original Engagement Letter").

15. After the commencement of these chapter 11 cases, the Debtors filed the Application For Entry Of Order Under 11 U.S.C. §§ 327(e) And 1107(b) Authorizing Employment And Retention Of Wilmer Cutler Pickering Hale And Dorr LLP As Special Regulatory Counsel (Docket No. 999) (the "First Retention Application"). On December 2, 2005, the Court entered an order granting the First Retention Application (Docket No. 1430).

16. On November 1, 2006, Delphi expanded WCPHD's retention to include the provision of legal advice to the Audit Committee in connection with Delphi's annual report, executive compensation, and related disclosure matters, as described in the engagement letter dated November 1, 2006 (the "Second Engagement Letter"). On December 26, 2006, the Debtors submitted a supplemental retention application for authorization to employ and retain WCPHD in such capacity (the "First Supplemental Retention Application"). The Court entered an order granting the First Supplemental Retention Application on January 18, 2007 (Docket No. 6675).

Services To Be Rendered

17. As set forth in the Wilson Declaration and the June 14, 2007 Engagement Letter, the Debtors are seeking to engage WCPHD to advise the Debtors in connection with the allegations made by Robert Mothershead (the Mothershead Allegations) in the Creditor's Request To Hold Matter In Abeyance, In Response To Debtors' Eleventh Omnibus Claims Objection, filed on April 13, 2007 (Docket No. 7665), which allegations are related to securities laws violations.

18. The Debtors anticipate that such services will include:

- (a) investigating and advising the Company in connection with the Mothershead Allegations;
- (b) representing the Company before governmental authorities to whom Mr. Mothershead has transmitted his allegations; and
- (c) performing the full range of services normally associated with matters such as those identified above, as special counsel, which WCPHD is in a position to provide.

19. WCPHD has indicated its desire and willingness to represent the Debtors as set forth herein and to render the necessary professional services as special counsel.

20. The Debtors may request that WCPHD undertake specific matters beyond the scope of the responsibilities set forth above. Should WCPHD agree in its discretion to undertake any such matter, the Debtors shall seek further order of this Court.

The Debtors' Employment Of WCPHD Is In The Best Interest Of The Estates

21. The Debtors selected WCPHD to provide legal advice in connection with the Mothershead Allegations because of the firm's reputation and extensive experience and knowledge, and in particular, its national reputation and recognized expertise in the field of securities law and government investigations.

22. As stated above, WCPHD has performed regulatory work for the Audit Committee and the Debtors since 2004, and is therefore familiar with the Debtors' businesses and operations and certain regulatory issues affecting the Company.

23. The Debtors therefore believe that WCPHD is both well-qualified and uniquely able to provide legal services in connection with the matters described herein.

24. Furthermore, the employment of WCPHD will enhance and will not duplicate the efforts of the other retained professionals in these chapter 11 cases. The Debtors understand that WCPHD will work with the other professionals retained in these chapter 11 cases to avoid any such duplication.

25. The Debtors submit that WCPHD's proposed retention meets all the prerequisites for retention of special counsel under section 327(e) of the Bankruptcy Code, which permits a debtor-in-possession, with court approval, to employ counsel for a "specified special purpose" if such employment is in the best interest of the Debtors.

Disinterestedness Of Professionals

26. Pursuant to the Retention Application, WCPHD is presently employed as special regulatory counsel to the Audit Committee. WCPHD is not the Debtors' bankruptcy counsel in these chapter 11 cases. Accordingly, for purposes of obtaining the Court's approval of the present Second Supplemental Retention Application, section 327(e) does not require that WCPHD and its attorneys be "disinterested persons" as defined in section 101(14) of the Bankruptcy Code. Rather, section 327(e) instead requires that WCPHD not represent or hold any interest adverse to Delphi or its estates with respect to the matters on which WCPHD is to be employed herein. As discussed below, the employment of WCPHD to provide the aforementioned legal advice to the Company is in Delphi's and its estates' best interests and WCPHD does not represent or hold any interest adverse to Delphi or its estates with respect to the matters on which WCPHD is to be employed herein.

27. As required by Bankruptcy Rule 2014(a), the Wilson Declaration filed in support of this Second Supplemental Retention Application sets forth information concerning WCPHD's connections with the Debtors, and certain other parties-in-interest in these chapter 11 cases. To the best of the Debtors' knowledge, and based on the information in the attached Wilson Declaration, neither WCPHD nor any of its partners, junior partners, counsel, or associates holds or represents any interest adverse to Delphi or its estates with respect to the matters on which WCPHD is to be employed.

28. As set forth in the Wilson Declaration, WCPHD has in the past represented, currently represents, and likely in the future will represent, certain creditors and other parties-in-interest herein in matters unrelated to the Debtors, or their chapter 11 cases. WCPHD does not believe that the foregoing raises any actual or potential conflict of interest of WCPHD relating to

its engagement as special counsel in these chapter 11 cases, but such connections are disclosed out of an abundance of caution. The Debtors understand that, to vitiate any actual or potential conflicts of interest, WCPHD will not assist the Debtors in connection with their analysis, negotiations, and litigation, if any, with parties with whom WCPHD has existing client relationships, and that Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden") (or other counsel if Skadden has a conflict), instead, will handle these tasks.

Professional Compensation

29. WCPHD intends to apply to this Court for compensation and reimbursement of expenses in accordance with sections 330(a) and 331 of the Bankruptcy Code, the Bankruptcy Rules, applicable guidelines established by the U.S. Trustee, the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District Of New York (the "Local Rules"), and orders of this Court. WCPHD acknowledges that all compensation will be subject to this Court's final review and approval, following notice and opportunity for a hearing.

30. Subject to the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the guidelines established by the U.S. Trustee, the Local Rules, and orders of this Court, the Debtors and WCPHD have agreed to the following compensation arrangement. The WCPHD attorney who will be primarily responsible for the services described in the June 14, 2007 Engagement Letter is David Wilson, a partner at WCPHD whose hourly rate is \$595. The 2007 rates for other attorneys who may also be staffed on the matter are as follows:

WCPHD partners	\$475 to \$850
WCPHD counsel	\$425 to \$675
WCPHD associates	\$275 to \$520

After such date if the project is still ongoing, WCPHD may request an adjustment in professional rates billed for these matters to reflect the regular hourly rates charged to its other clients at that

time. Prior to any adjustment, WCPHD will contact Delphi to discuss any requested rate adjustment and obtain written approval from Delphi of any proposed adjustment. WCPHD and Delphi agree that WCPHD's hourly billing rates include all overhead and internal charges associated with WCPHD's practice.

31. Furthermore, the Debtors' in-house counsel will be fully engaged on the matters for which WCPHD is being retained pursuant to this Second Supplemental Retention Application. Accordingly, WCPHD and Delphi agree that before WCPHD undertakes an in-depth research project, or any other significant project, WCPHD will first obtain the Debtors' consent as they may choose to handle such project internally using their own resources.

32. No arrangement is proposed between WCPHD and the Debtors for compensation to be paid in these chapter 11 cases other than as set forth above and in the Wilson Declaration.

#### Conclusion

33. For the foregoing reasons, Delphi submits that the employment of WCPHD as special counsel to Delphi on the terms set forth herein is in its and its estates' best interest.

#### Memorandum Of Law

34. Because the legal points and authorities upon which this Second Supplemental Retention Application relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) be deemed satisfied.

WHEREFORE, Delphi respectfully requests that this Court enter an order (a) authorizing Delphi to employ and retain WCPHD as special counsel to Delphi to perform the services set forth herein, nunc pro tunc to March 29, 2007 and (b) granting Delphi such other and further relief as is just.

Dated: New York, New York  
July 31, 2007

DELPHI CORPORATION, on behalf of itself and certain of its subsidiaries and affiliates, as Debtors and Debtors-in-Possession

By: /s/ John D. Sheehan  
Name: John D. Sheehan  
Title: Vice President, Chief Restructuring Officer,  
and Controller



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
----- x

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R.  
BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND  
RETENTION OF WILMER CUTLER PICKERING HALE AND DORR LLP  
AS SPECIAL COUNSEL NUNC PRO TUNC TO MARCH 29, 2007

Upon the application, dated July 31, 2007 (the "Second Supplemental Retention Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Wilmer Cutler Pickering Hale and Dorr LLP ("WCPHD") to act as special counsel to the Debtors; and upon the Supplemental Declaration And Disclosure Statement Of David A. Wilson Supplementing The Prior Declarations In Support Of Order Authorizing Employment And Retention Of Wilmer Cutler Pickering Hale And Dorr LLP, executed on July 31, 2007; and this Court having determined that the relief requested in the Second Supplemental Retention Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Second Supplemental Retention Application is GRANTED.
2. The Debtors' retention and employment of WCPHD to act as special counsel, pursuant to the Second Supplemental Retention Application, is approved under sections 327(e) and 1107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended and in effect on October 8, 2005 (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of March 29, 2007.
3. WCPHD shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.
5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Second Supplemental Retention Application.

Dated: New York, New York  
\_\_\_\_\_, 2007

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UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

DELPHI CORPORATION, et al.,

Debtors.

Chapter 11

Case No. 05-44481 (RDD)  
(Jointly Administered)

**SUPPLEMENTAL DECLARATION AND DISCLOSURE STATEMENT OF DAVID A.  
WILSON SUPPLEMENTING THE PRIOR DECLARATIONS IN SUPPORT OF  
ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF WILMER CUTLER  
PICKERING HALE AND DORR LLP AS SPECIAL COUNSEL**

I, David A. Wilson, Esquire, declare under penalty of perjury as follows:

1. I am a partner in the law firm of Wilmer Cutler Pickering Hale and Dorr LLP  
("WCPHD"), which maintains offices in Washington, DC, among other places. The name,  
address, and telephone number for WCPHD are as follows:

Wilmer Cutler Pickering Hale and Dorr LLP  
1875 Pennsylvania Avenue NW  
Washington, DC 20006  
Telephone: (202) 663-6000  
Facsimile: (202) 663-6363

2. I am a member in good standing of the bars of the State of Maryland, the  
Commonwealth of Massachusetts, and the District of Columbia.

3. I submit this Declaration, pursuant to Rule 2014 of the Federal Rule Bankruptcy  
Procedure (the "Bankruptcy Rules") and Rule 2014-1 of the Local Bankruptcy Rules for this  
Court (the "Local Rules"), in connection with the application of Delphi Corporation ("Delphi" or  
the "Company") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession  
in the above-captioned cases (collectively, the "Debtors"), for an order, pursuant to sections  
327(e) and 1107(a)(1) of Title 11, United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy

Code”), authorizing the retention and employment of WCPHD as special counsel to Delphi in connection with the allegations made by Robert Mothershead, nunc pro tunc to March 29, 2007 (the “Application”).<sup>1</sup> This Declaration shall also constitute WCPHD’s disclosure of compensation required by Bankruptcy Rule 2016(b), Local Rule 2016-1, and section 329 of the Bankruptcy Code.

4. I am authorized to make this Declaration on WCPHD’s behalf and, unless otherwise stated, I have personal knowledge of the facts set forth herein. Certain disclosures herein relate to matters within the knowledge of other attorneys at WCPHD and are based on information provided by them.

#### **WCPHD’s Retention and Representation**

5. Since 2004, as previously disclosed by the Company, the Securities and Exchange Commission (the “SEC”) and other authorities have been investigating Delphi’s accounting and adequacy of disclosures for a number of transactions (the “SEC Investigation”). The Audit Committee undertook to examine the circumstances giving rise to the SEC Investigation and to take appropriate actions with respect thereto, including disciplinary actions and communicating with the SEC and other authorities. The Company retained WCPHD to represent the Audit Committee for these purposes under the terms of the engagement letter dated August 24, 2004. On November 9, 2005, the Debtors submitted a Retention Application for authorization to employ and retain WCPHD as special regulatory counsel for the Audit Committee. The Declaration and Disclosure Statement of Charles Davidow was filed in support of the November 9, 2005 Retention Application (“Davidow Declaration”), and included disclosure of WCPHD’s

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

relationships with certain interested parties in this bankruptcy. The Court entered an order granting that Application on December 2, 2005. On October 30, 2006, the SEC commenced and simultaneously settled with the Company a lawsuit alleging violations of federal securities laws. WCPHD continues to serve as special regulatory counsel for the Audit Committee.

6. On November 1, 2006, Delphi elected to expand WCPHD's retention to include the provision of legal advice with Delphi's annual report, executive compensation, and related disclosure matters. On December 26, 2006, the Debtors submitted a supplemental Retention Application for authorization to employ and retain WCPHD in this capacity. The Declaration and Disclosure Statement of Knute J. Salhus was filed in support of the December 26, 2006 Retention Application ("Salhus Declaration"). The Court entered an order granting that Application on January 18, 2007.

7. The Company has retained WCPHD under the terms of the engagement letter dated June 14, 2007 (the "June 14, 2007 Engagement Letter," attached hereto as Exhibit 1) to provide Delphi with legal advice in connection with the allegations made by Robert Mothershead

8. The present Declaration is intended to supplement the disclosures in the Davidow and Salhus Declarations.

9. WCPHD is a full-service, international law firm of over 1,100 attorneys with offices in Washington, DC, New York, New York, and 11 other locations worldwide. WCPHD provides legal services in many practice areas, including corporate, securities, trial and appellate litigation, regulatory, intellectual property, tax, employee benefits, and international trade. I understand that Delphi selected WCPHD as its counsel with respect the allegations made by Robert Mothershead because of the firm's reputation and extensive experience, knowledge, and national reputation and recognized expertise in the fields of securities law and government

investigations. In connection therewith, WCPHD has become familiar with the factual and legal issues relevant to the matters described in the Engagement Letter.

10. In light of certain existing client representations on unrelated matters, the engagement of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden") as bankruptcy counsel, the engagement of Shearman & Sterling LLP ("Shearman") as special counsel, the engagement of O'Melveny & Myers LLP ("O'Melveny") as special labor counsel, and the engagement of Groom Law Group Chartered ("Groom") as special employee benefits counsel (all, as addressed below), WCPHD will not be responsible for or undertake any representation with respect to (a) advising the Debtors concerning specific contracts and claims of certain of WCPHD's existing clients nor (b) reviewing, interpreting, or commenting on the specific contracts and claims of certain of WCPHD's existing clients. These existing client relationships, and the scope of the carve-out from WCPHD's retention, are discussed more fully below.

11. I understand that the Debtors may request that WCPHD undertake specific matters beyond the limited scope of the responsibilities set forth above. Should WCPHD agree in its discretion to undertake any such matter, it is WCPHD's understanding that the Debtors shall seek further order of this Court.

12. WCPHD is making efforts, together with the Debtors' bankruptcy counsel, Skadden, special counsel, Shearman, special labor counsel, O'Melveny, and special employee benefits counsel, Groom, to ensure that there is no duplication of effort or work between Skadden, Shearman, O'Melveny, Groom, and WCPHD, and will continue to do so. It is WCPHD's intention that the estates should receive the best value possible from the efficient coordination of work among its counsel. WCPHD believes that its lawyers and Skadden, Shearman, O'Melveny, and Groom have to date delineated clearly, and will continue to delineate

clearly, the division of work between them, so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.

**WCPHD's Disclosure Procedures**

13. Skadden forwarded WCPHD a list of the principal parties-in-interest in these chapter 11 cases, including the Debtors and Delphi's domestic and foreign subsidiaries, and its directors, officers, and key executives, lenders, insurers, underwriters, unions, and major equity- and note-holders, customers, vendors, and counterparties to their major leases and contracts, among other entities with possible connections to these cases. WCPHD added certain entities to the list provided by Skadden. The entities referenced in this paragraph are referred to collectively as the "Interested Parties." The list of Interested Parties is attached hereto as Exhibit 2.

14. In preparing this Declaration, I implemented procedures developed by WCPHD to ensure compliance with the requirements of the Bankruptcy Code and the Bankruptcy Rules regarding the retention of WCPHD in the Debtors' chapter 11 cases (the "WCPHD Disclosure Procedures"). The statements and disclosures contained herein are based on the results of the WCPHD Disclosure Procedures. Pursuant to the WCPHD Disclosure Procedures, I performed, or caused to be performed, the following actions to identify the parties relevant to this Declaration and to ascertain WCPHD's connections to the Interested Parties:

(a) WCPHD personnel compared the list of Interested Parties to the names that WCPHD has compiled in a master client database from its conflict clearance and billing records, comprised of the names of the entities for which any attorney time charges have been billed in the past ten (10) years (the "Client Database"). The Client Database includes the name of each current or former client, the names of the parties who are or were related or adverse to such current or former client in the matters on which we represented the client, and the names of the WCPHD personnel who are or were responsible for current or former matters for each such client.

(b) Any matches between the Client Database and the list of Interested Parties

were identified (the "Client Matches").

(c) An attorney at WCPHD then reviewed the Client Matches and deleted obvious name coincidences and individuals or entities that were adverse to WCPHD's client in both this matter and the respective matters referenced in the Client Matches. Any connections to Interested Parties that were disclosed in the November 9, 2005 Davidow Declaration or the December 22, 2006 Salhus Declaration were also deleted. The remaining client connections were compiled for purposes of this Declaration.

(d) In addition to the foregoing, a request was made of all WCPHD attorneys to determine if any WCPHD attorney (i) holds any equity or debt security of the Debtors, or (ii) has any claim against or other connection to any of the Debtors.

### **WCPHD's Connections**

15. The disclosures in this subsection are the product of implementing the aforementioned WCPHD Disclosure Procedures, and disclose WCPHD's connections with the Interested Parties for purposes of Bankruptcy Rule 2014 as of November 9, 2005. The disclosures are arranged in the same categories as the Interested Parties List:<sup>2</sup> (i) domestic subsidiaries;<sup>3</sup> (ii) foreign subsidiaries; (iii) joint owners of subsidiaries; (iv) directors, officers, and key executives; (v) major customers; (vi) insurance providers; (vii) major vendors; (viii) professionals; (ix) indenture trustees; (x) underwriters of securities; (xi) non-Debtor parties to collective bargaining agreements; (xii) counterparties to major leases; (xiii) counterparties to major contracts; (xiv) major lenders; (xv) state and other government authorities; (xvi) potential interested parties; (xvii) major litigation parties; (xviii) holders of 5% or more of the equity securities of the Company; (xix) holders of 5% or more of notes of the Company; and (xx) postpetition parties.

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<sup>2</sup> Certain Interested Parties listed in paragraphs 17 and 18 of this Declaration may qualify for more than one of the categories set forth therein. For example, certain "Major Customers" also may be "Counterparties to Major Contracts." To avoid duplication, I have listed each such Interested Party in only one applicable category.

<sup>3</sup> This category includes all of the Debtors.



A. Representations Adverse to Delphi.

16. WCPHD does not represent other of its current clients on a basis adverse to the Company in any matters other than those that have already been disclosed to the Court.

B. Representations of Interested Parties or Their Affiliates.

17. In addition to WCPHD's ongoing representation of the Audit Committee and the representations disclosed in the Davidow Declaration, dated November 9, 2005, and the Salhus Declaration, dated December 22, 2006, WCPHD currently represents and may represent in the future, in new matters wholly unrelated to these chapter 11 cases, the following Interested Parties or, in some instances, their affiliates:

- Domestic Subsidiaries: NONE
- Foreign Subsidiaries: NONE
- Joint Owners of Subsidiaries: Mayfield Fund
- Directors, Officers and Key Executives: NONE
- Major Customers: Hyundai Corporation; AB Volvo
- Insurance Providers: NONE
- Major Vendors: 3M Company; Visteon Corporation; Circuit City
- Professionals: Jones Lang LaSalle (Americas), Inc.
- Indenture Trustees: NONE
- Underwriters of Securities: NONE
- Non-Debtor Parties to Collective Bargaining Agreements: NONE
- Counterparties to Major Leases: NONE
- Counterparties to Major Contracts: NONE
- Major Lenders: Banc One

- State and Other Government Authorities: Commonwealth of Massachusetts
- Potential Interested Parties: NONE
- Major Litigation Parties: Rolls-Royce North America Inc.
- Holders of 5% or More of the Equity Securities of the Company: NONE
- Holders of 5% or More of Notes of the Company: NONE
- Post-Petition Parties: Wilmington Trust; America Online, Inc.; Canon, Inc.; ITT Industries; Aramark Corporation; Lazard Freres & Co.; Eliot Spitzer; Ripplewood Holdings LLC; Highland Capital Partners; Wachovia Securities LLC; Multek Flexible Circuits, Inc.; Banco J.P. Morgan, S.A.; Prudential Investments; Avaya Inc.; Iron Mountain; Proctor & Gamble

18. In addition to the representations disclosed in the Davidow Declaration and Salhus Declaration, WCPHD has represented in the past and may represent in the future, in matters wholly unrelated to these chapter 11 cases, the following Interested Parties or, in some instances, their affiliates:

- Domestic Subsidiaries: NONE
- Foreign Subsidiaries: NONE
- Joint Owners of Subsidiaries: NONE
- Directors, Officers and Key Executives: NONE
- Major Customers: NONE
- Insurance Providers: NONE
- Major Vendors: NONE
- Professionals: NONE
- Indenture Trustees: NONE
- Underwriters of Securities: NONE
- Non-Debtor Parties to Collective Bargaining Agreements: NONE

- Counterparties to Major Leases: NONE
- Counterparties to Major Contracts: NONE
- Major Lenders: NONE
- State and Other Government Authorities: NONE
- Potential Interested Parties: NONE
- Major Litigation Parties: NONE
- Holders of 5% or More of the Equity Securities of the Company: NONE
- Holders of 5% or More of Notes of the Company: NONE
- Post-Petition Parties: Soletron Corporation; Weil, Gotshal & Manges LLP; Wachovia Bank; York Corporation International

19. In addition to the disclosures made in the Davidow and Salhus Declarations, attorneys at WCPHD have the following connections to Debtors. A retired partner owns approximately 2,100 shares of Delphi Corporation common stock. The spouse of a counsel of WCPHD holds a total of less than 150 shares of Delphi Automotive stock. In addition, the spouse of one partner of WCPHD holds approximately 200 shares of Delphi common stock.

20. Some of our attorneys, in the context of their personal finances, directly or indirectly own publicly traded securities in certain non-Debtor Interested Parties. We have not listed or inquired about these connections with specificity because we do not believe they have any bearing on our representation of the Audit Committee herein.

21. I note that WCPHD has a long-standing policy prohibiting all of its lawyers and support staff from using confidential information that may come to their attention in the course of their work. In this regard all WCPHD personnel are subject to certain ethical constraints, including a bar from trading in securities with respect to which they possess confidential

information.

22. To the best of my knowledge, neither WCPHD, nor its partners, junior partners, counsel, or associates have any connections to (A) the Assistant U.S. Trustee for Region 2, her staff, or individuals employed by the Office of the United States Trustee for the Southern District of New York, Manhattan and White Plains divisions, or (B) the Bankruptcy Judge presiding over these chapter 11 cases or his chambers staff.

23. WCPHD is a major law firm and has a diverse client base. In calendar year 2006, no single client (including affiliates) accounted for more than 2.9% of WCPHD's total time billed for that period. No single client referenced in this Declaration accounted for more than 1% of WCPHD's total time billed for 2006.

24. Supplementing the disclosures set forth in paragraphs 15 through 22 above, WCPHD appears in cases, proceedings, and transactions involving many different professionals, including attorneys, accountants, financial consultants, real estate consultants, and investment bankers, some of which may represent Interested Parties or are themselves Interested Parties. Included among those professionals are Skadden, Shearman, O'Melveny, Simpson Thacher & Bartlett LLP (counsel for the agent under the Debtors' prepetition credit facility), Davis Polk & Wardwell (counsel for the agent under the Debtors' postpetition credit facility), Latham & Watkins (counsel for the Official Committee of Unsecured Creditors), FTI Consulting, Inc. (the Debtors' restructuring and financial advisors), and Rothschild Inc. (the Debtors' financial advisor and investment banker). As disclosed in paragraphs 17 and 18 above, certain of these professionals are or have been direct clients of WCPHD in matters unrelated to the Debtors. In addition, WCPHD has in the past appeared, currently appears, and in the future is likely to appear in matters in which WCPHD represents the same entity, a related entity, or an

entity adverse to those represented by other professionals who are Interested Parties or by other professionals that the Debtors have retained or may seek to retain or are otherwise involved in these chapter 11 cases.

25. These chapter 11 cases involve hundreds of suppliers, vendors, landlords, service providers, employees, creditors, and other parties in interest and entities referenced in Bankruptcy Rule 2014(a). WCPHD is continuing and will continue to review potential conflicts and connections with those entities in accordance with the WCPHD Disclosure Procedures and will file supplemental disclosures as appropriate.

26. Based upon the search conducted to date in accordance with the WCPHD Disclosure Procedures, I submit that (A) none of WCPHD's representations or other connections disclosed herein have resulted or will result in any actual or potential conflict of interest herein, and (B) neither I, nor WCPHD or any partner, counsel, junior partner, or associate thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or to their estates with respect to the matters on which WCPHD is to be employed.

#### **WCPHD's Rates and Billing Practices**

27. WCPHD categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). WCPHD acknowledges that its compensation in the Debtors' cases is subject to approval of this Court in accordance with applicable law and court rules and orders, including section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

28. As of the Petition Date, WCPHD's hourly rates for matters of this type ranged from \$475 to \$850 for partners, from \$450 to \$520 for junior partners, from \$425 to \$675 for most counsel, from \$275 to \$490 for associates, from \$200 to \$425 for attorneys/specialists,

and from \$125 to \$265 for most categories of paraprofessionals. WCPHD's hourly rates are adjusted from time to time.

29. No promises have been received by WCPHD or any of its attorneys as to payment or compensation in connection with these cases other than in accordance with the Bankruptcy Code, Bankruptcy Rules, Local Rules, U.S. Trustee Guidelines, and orders of this Court. WCPHD has neither shared nor agreed to share, with any person other than partners and employees of WCPHD, any compensation or reimbursements to be received by WCPHD in connection with its services rendered in these cases.

30. I acknowledge that all amounts paid to WCPHD during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees paid or expenses reimbursed to WCPHD during these chapter 11 cases are disallowed, those amounts will be disgorged by WCPHD and returned to the Debtors or as otherwise ordered by the Court.

31. By reason of the foregoing, I believe that WCPHD is eligible for employment and retention by the Debtors pursuant to section 327(e) of the Bankruptcy Code and the applicable Bankruptcy Rules and Local Bankruptcy Rules.

32. The foregoing constitutes the Declaration of WCPHD pursuant to section 329 of the Bankruptcy Code and Rules 2014(a) and 2016(b) of the Bankruptcy Rules.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: July 31 2007,  
New York, NY

WILMER CUTLER PICKERING  
HALE AND DORR LLP

  
David A. Wilson

Exhibit 1

June 14, 2007 Engagement Letter

WILMERHALE

June 14, 2007

David A. Wilson

+1 202 663 6259 (t)

+1 202 663 6363 (f)

david.wilson@wilmerhale.com

VIA FIRST CLASS MAIL

David M. Sherbin, Esq.  
Vice President & General Counsel  
Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098-2815

Dear David:

We are pleased that Delphi Corporation has asked Wilmer Cutler Pickering Hale and Dorr LLP to serve as your counsel, and look forward to the opportunity to serve you. This letter will confirm our discussion with you regarding the engagement and describe the basis on which our firm will provide legal services to you. If you have any questions about any of these provisions, do not hesitate to call, and if any of these terms is not acceptable to you, please notify me immediately.

1. *Client; Scope of Representation.*

Our client in this matter will be Delphi Corporation (the "Company"). We will be engaged to work with you on investigating and advising the Company in connection with allegations made by Robert Mothershead, which we understand he has conveyed not only to the Company but to the staff of the Securities and Exchange Commission and the Department of Justice (the "Matter"). Our acceptance of this engagement does not involve an undertaking to represent you or your interests in any other matter.

2. *Fees and Expenses.*

Our fees are ordinarily based on hourly rates for lawyers and, where applicable, other professionals and paraprofessionals. We review and may adjust our billing rates annually, and changes in billing rates for personnel working on your case may occur during the course of the representation. My 2007 billing rate for this matter is \$ 595. I would expect to add staff to this matter as appropriate. Our 2007 rates for matters such as this generally range from \$475 to \$850 for partners; \$425 to \$675 for most counsel; \$275 to \$520 for associates; \$200 to \$300 for technical specialists; \$125 to \$300 for most categories of litigation support, research and other paraprofessionals; and \$75 to \$250 for temporary project assistants, paralegals, litigation support specialists, law clerks, and lawyers.

Our invoices will include separate charges for disbursements made and internal charges incurred on your behalf. These may include such items as reprographics, after hours support,



WILMERHALE

David M. Sherbin, Esq.  
June 14, 2007  
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computerized research charges, courier and messenger charges, postage, supplies, travel and related lodging and meal expenses, charges for complex document production, and late night meal and transportation costs. Except as set forth in the Policy on Disbursements and Other Charges attached hereto and incorporated herein, we will bill you at cost for charges paid to third parties, and charges for internal services will be billed at our usual and customary rates for such services. Fees and expenses of others (such as consultants, experts, and local counsel) and other extraordinary expenses (such as remote office requirements for trials, etc.) will not be paid by us, but will be billed directly to you, unless other arrangements are agreed to between us. We have a copy of your billing instructions, and, except as specifically changed by this letter, we will continue to abide by the terms of our August 24, 2004 engagement letter with Delphi.

We will ordinarily send you monthly invoices for work performed and expenses recorded on our books during the previous month. As with the other matters we are working on for the Company, we understand that we have been retained as special counsel to the Company and that payment of our invoices is subject to the approval of the United States Bankruptcy Court for the Southern District of New York in accordance with the Bankruptcy Code. Additional details concerning expense reimbursement are set forth in the enclosed Policy on Disbursements and Other Charges.

### 3. *Conflicts.*

We are a large firm with offices in a number of cities in the United States and abroad, and we represent many other companies and individuals. Given the breadth of our practice, it is possible that during the time we are representing the Company, some of our present or future clients will be engaged in transactions, or encounter disputes, with the Company. The Company agrees that we may continue to represent, and may undertake in the future to represent, existing or new clients in any matter that is not substantially related to our work for you even if the interests of such clients in those matters are directly adverse to you. At no time would we use or disclose any confidential or proprietary information relating to your representation in connection with our representation of another client without your written consent. You should know that, in similar engagement letters with many of our other clients, we have asked for similar agreements to preserve our ability to represent you.

It is also our mutual understanding that we are being engaged by, and will represent, only the Company and not any parent, subsidiary, joint venture partner or other affiliated entities and that our representation of the Company in this matter will not give rise to any conflict of interest in the event other clients of the firm are or become adverse to any such parent, subsidiary or affiliate. Further, this will confirm that, unless specifically confirmed otherwise in writing, our representation is not a representation of any officers, directors or employees of the Company.

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David M. Sherbin, Esq.  
June 14, 2007  
Page 3

4. *Conclusion of Representation.*

Either of us may terminate the engagement at any time for any reason by written notice, subject on our part to our professional obligations to you under applicable rules of professional conduct. Unless previously terminated, our representation of the Company will terminate upon completion of the services for the Matter described above in paragraph 1. It is understood and agreed that in the event of any termination or withdrawal, we will be entitled to receive any unpaid fees and expenses. Subsequent invoices sent to collect expenses and/or unpaid balances, and/or accounting records or client lists shall not extend the attorney-client relationship. Unless you engage us after termination of this matter, we will have no continuing obligation to advise you with respect to future legal developments, such as changes in the applicable laws or regulations, that could have an impact on your future rights and liabilities.

Following the conclusion of our representation, we will keep confidential any non-public information you have supplied to us which we retain in accordance with applicable rules of professional conduct. At your request, we will return your papers and property to you promptly upon receipt of payment for outstanding fees and costs. The firm will retain its own files pertaining to the matter in accordance with the firm's records retention program. For various reasons, including the minimization of unnecessary storage expenses, we reserve the right to destroy or otherwise dispose of any such documents or other materials after a reasonable time following the termination of the engagement.

Finally, I would like to confirm that our representation of your interests in the Matter shall not encompass advice concerning insurance matters (including evaluations of insurance claims, notices to brokers, agents, or insurers, procurement of insurance, or coverage issues) [, or, except as required by law and our ethical obligations to you, advice about disclosure obligations under the federal securities laws or any other applicable law]. In the event that you would like us to represent you concerning insurance or disclosure matters, we would need to discuss the nature and scope of any such representation and it would need to be the subject of a separate retention agreement.

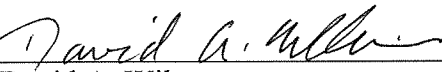
WILMERHALE

David M. Sherbin, Esq.  
June 14, 2007  
Page 4

Once again, we are pleased to have this opportunity to work with you. Please call me whenever you have questions or comments during the course of our representation.

Very truly yours,

WILMER CUTLER PICKERING HALE AND  
DORR LLP

By:   
David A. Wilson  
Partner

DAW:gmr  
Enclosure

**Wilmer Cutler Pickering Hale and Dorr LLP**  
**Policy on Disbursements and Other Charges**

Below is WilmerHale's policy regarding charging disbursements for services provided internally or by third parties. Unless otherwise noted, all third party charges are billed at the Firm's cost. The Firm is mindful of the need to control costs and reviews its charges for disbursements periodically. Accordingly, some of our charges may be revised during the year, but in no event will they be higher than listed without advance notice.

***REPROGRAPHICS***

Document Printing/Scanning	\$0.15 per page
Internal Photocopy	\$0.15 per page
Color Photocopy	\$1.00 per page

The Firm's in-house vendor also has separate charges for special projects such as labeling, velo binding, pagination, and oversize copies.

***AFTER HOURS SUPPORT***

Late PM/Weekend	\$50.00 per hour
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After Hours Support is charged to the client when an individual remains at the Firm past his or her normal working hours expressly in response to work for a particular client, and not in response to general workload or for personal convenience.

***LEXIS/WESTLAW***

Lexis	\$45.00 per search
Westlaw	\$165.00 per hour

The Firm has negotiated favorable fee agreements with Lexis and Westlaw. The Firm pays a flat annual rate and calculates a search charge for clients that is designed to recoup our costs for client research. Due to these agreements, clients are billed for searches at significant discounts below published rates and are not charged for printing, normally billed at \$5 per document. In those circumstances where a search is not part of the Lexis or Westlaw discounted program, the Firm bills clients the actual cost invoiced to the Firm.

***ADDITIONAL DISBURSEMENTS***

Typical disbursements include courier and messenger charges, postage, supplies, travel and related lodging and meal expenses, charges for complex document production, select research services and late night meal and transportation costs. Other expenses may include filing fees, patent/trademark and service fees, trial exhibit and transcript fees, registration fees, services of outside professionals and court and subpoena fees.

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***FAX AND TELEPHONE***

The Firm does not charge for incoming or outbound faxes or local or long distance telephone calls.

Exhibit 2

List of "Interested Parties"

## **I. Domestic Subsidiaries**

AMBRAKE Corporation (Delaware)  
Ambrake GP, Inc. (Kentucky)  
Ambrake Manufacturing, Ltd. (Kentucky)  
ASEC Manufacturing General Partnership (Delaware)  
ASEC Sales General Partnership (Delaware)  
Aspire, Inc. (Michigan)  
CEI Co., Ltd. (Tennessee)  
Delco Electronics LLC (Delaware)  
Delco Electronics Overseas Corporation (Delaware)  
Delphi Automotive Systems - Ashimori LLC (Michigan)  
Delphi Automotive Systems (Holding), Inc. (Delaware)  
Delphi Automotive Systems Global (Holding), Inc. (Delaware)  
Delphi Automotive Systems Human Resources LLC (Delaware)  
Delphi Automotive Systems International, Inc. (Delaware)  
Delphi Automotive Systems Korea, Inc. (Delaware)  
Delphi Automotive Systems LLC (Delaware)  
Delphi Automotive Systems Overseas Corporation (Delaware)  
Delphi Automotive Systems Risk Management Corp. (Delaware)  
Delphi Automotive Systems Services LLC (Delaware)  
Delphi Automotive Systems Tennessee, Inc. (Delaware)  
Delphi Automotive Systems Thailand, Inc. (Delaware)  
Delphi China LLC (Delaware)  
Delphi Connection Systems (California)  
Delphi Corporation  
Delphi Diesel Systems Corp. (Delaware)  
Delphi Electronics (Holding) LLC (Delaware)  
Delphi Foreign Sales Corporation (Virgin Islands)  
Delphi Furukawa Wiring Systems LLC (Delaware)  
Delphi Integrated Service Solutions, Inc. (Michigan)  
Delphi International Holdings Corp. (Delaware)  
Delphi International Services, Inc. (Delaware)  
Delphi Liquidation Holding Company  
Delphi LLC (Delaware)  
Delphi Mechatronic Systems, Inc. (Delaware)  
Delphi Medical Systems Colorado Corporation (Colorado)  
Delphi Medical Systems Corporation (Delaware)  
Delphi NY Holdings Corporation (New York)  
Delphi Receivables LLC (Delaware)  
Delphi Services Holding Corporation (Delaware)  
Delphi Technologies, Inc. (Delaware)  
Delphi Trust I (Delaware)  
Delphi Trust II (Delaware)  
Delphi Trust III (Delaware)  
Delphi Trust IV (Delaware)  
DREAL, Inc. (Delaware)  
EnerDel, Inc. (Delaware)  
Environmental Catalysts, LLC (Delaware)  
Exhaust Systems Corporation (Delaware)

HE Microwave LLC (Delaware)  
InPlay Technologies, Inc. (Nevada)  
MobileAria, Inc. (Delaware)  
Packard Hughes Interconnect Company (Delaware)  
PBR Knoxville L.L.C. (Delaware)  
Specialty Electronics International Ltd. (Virgin Islands)  
Specialty Electronics, Inc. (South Carolina)  
Delphi Medical Systems Texas Corporation

## **II. Foreign Subsidiaries**

Alambrados y Circuitos Eléctricos, S.A. de C.V. (Mexico)  
Arcomex S.A. de C.V. (Mexico)  
Arneses Electricos Automotrices, S.A. de C.V. (Mexico)  
AS Catalizadores Ambientales S.A. de C.V. (Mexico)  
ASEC Manufacturing (Thailand) Ltd. (Thailand)  
ASEC Private Limited (India)  
Ashimori Industry Co., Ltd. (Japan)  
Autoensambles y Logistica, S.A. de C.V. (Mexico)  
Beijing Delphi Technology Development Company, Ltd. (Peoples Republic of China)  
Beijing Delphi Wan Yuan Engine Management Systems Company, Ltd. (Peoples Republic of China)  
BGMD Servicios Automotivos Ltda. (Brazil)  
BlueStar Battery Systems International Corp. (Canada)  
Bujias Mexicanas, S.A. de C.V. (Mexico)  
Cablana, S.L (Spain)  
Calsonic Harrison Co., Ltd. (Japan)  
Centro Técnico Herramental, S.A. de C.V. (Mexico)  
Closed Joint Stock Company PES/SCC (Russian Federation)  
Condura, S. de R.L. (Mexico)  
Controladora Chihuahuense, S. de R.L. de C.V. (Mexico)  
Controladora de Alambrados y Circuitos Eléctricos, S. de R.L. de C.V. (Mexico)  
Controladora de Alambrados y Circuitos, S. de R.L. de C.V. (Mexico)  
Controladora de Rio Brave, S. de R.L. de C.V. (Mexico)  
Controladora Vesfron, S. de R.L. de C.V. (Mexico)  
Cordaflex Espana, S.A. (Spain)  
Cordaflex, S.A. de C.V. (Mexico)  
Daehan Electronics Yantai Co., Ltd. (Peoples Republic of China)  
Daesung Electric Co., Ltd. (Korea)  
Daewoo Motor Co., Ltd. (Korea)  
Del Tech Co., Ltd. (Korea)  
Delphi (China) Technical Centre Co. Ltd. (Peoples Republic of China)  
Delphi Administración, S.A. de C.V. (Mexico)  
Delphi Alambrados Automotrices, S.A. de C.V. (Mexico)  
Delphi Automotive Systems - Portugal S.A. (Portugal)  
"Delphi Automotive Systems (China) Holding Company Limited (Peoples Republic of China)"

Declaration of David A. Wilson

Delphi Automotive Systems (Netherlands) B.V. (Netherlands)  
Delphi Automotive Systems (Thailand) Ltd. (Thailand)  
Delphi Automotive Systems Australia Ltd. (Australia)  
Delphi Automotive Systems Cinq SAS (France)  
"Delphi Automotive Systems Deutschland Verwaltungs GmbH (Federal Republic of Germany)"  
Delphi Automotive Systems do Brasil Ltda. (Brazil)  
Delphi Automotive Systems Espana S.L. (Spain)  
Delphi Automotive Systems Holding GmbH (Austria)  
Delphi Automotive Systems Huit SAS (France)  
Delphi Automotive Systems Japan, Ltd. (Japan)  
Delphi Automotive Systems Limited Sirketi (Turkey)  
Delphi Automotive Systems Luxembourg S.A. (Luxembourg)  
Delphi Automotive Systems Maroc (Morocco)  
Delphi Automotive Systems Neuf SAS (France)  
Delphi Automotive Systems Philippines, Inc. (Philippines)  
Delphi Automotive Systems Private Ltd. (India)  
Delphi Automotive Systems Singapore Investments Pte. Ltd. (Singapore)  
Delphi Automotive Systems Singapore Pte Ltd. (Singapore)  
Delphi Automotive Systems Sweden AB (Sweden)  
Delphi Automotive Systems UK Limited (England and Wales)  
Delphi Automotive Systems Vienna GmbH (Austria)  
Delphi Automotive Systems, S.A. de C.V. (Mexico)  
Delphi Automotive Systems/Ashimori de Mexico, S.A. de C.V. (Mexico)  
Delphi Automotive Systems-Portugal S.A. (Portugal)  
Delphi Belgium N.V. (Belgium)  
Delphi Cableados, S.A. de C.V. (Mexico)  
Delphi Calsonic Compressors, S.A.S. (France)  
Delphi Canada Inc. (Ontario)  
Delphi Catalyst South Africa (Proprietary) Limited (South Africa)  
Delphi Connection Systems - Tijuana, S.A. de C.V. (Mexico)  
Delphi Controladora, S.A. de C.V. (Mexico)  
Delphi Czech Republic, k.s. (Czech Republic)  
Delphi Daesung Wuxi Electronics Co., Ltd. (Peoples Republic of China)  
Delphi de Mexico, S.A. de C.V. (Mexico)  
Delphi Delco Electronic Systems Suzhou Co., Ltd. (Peoples Republic of China)  
Delphi Delco Electronics de Mexico, S.A. de C.V. (Mexico)  
Delphi Delco Electronics Europe GmbH (Federal Republic of Germany)

Delphi Deutschland GmbH (Federal Republic of Germany)  
Delphi Deutschland Technologies GmbH (Federal Republic of Germany)  
Delphi Diesel Body Systems Mexico, S.A. de C.V. (Mexico)  
Delphi Diesel Systems Corporativo IDSA, S.A. de C.V. (Mexico)  
Delphi Diesel Systems do Brasil Ltda. (Brazil)  
Delphi Diesel Systems France SAS (France)  
Delphi Diesel Systems Korea Ltd. (Korea)  
Delphi Diesel Systems Limited (England and Wales)  
Delphi Diesel Systems Pakistan (Private) Limited (Pakistan)  
Delphi Diesel Systems Pension Trustees Limited (England and Wales)  
Delphi Diesel Systems S.L. (Spain)  
Delphi Diesel Systems Service Mexico, S.A. de C.V. (Mexico)  
Delphi Electronic Suzhou Co. Ltd. (Peoples Republic of China)  
Delphi Ensemble de Cables y Componentes, S. de R.L. de C.V. (Mexico)  
Delphi France Holding SAS (France)  
Delphi France SAS (France)  
Delphi Harrison Calsonic, S.A. (France)  
Delphi Holding GmbH (Austria)  
Delphi Holding Hungary Asset Management Limited Liability Company (Hungary)  
Delphi Holdings Luxembourg S.ar.l. (Luxembourg)  
Delphi Insurance Limited (Ireland)  
Delphi Interior Systems de Mexico, S.A. de C.V. (Mexico)  
Delphi International Holdings Corporation Luxembourg S.C.S. (Luxembourg)  
Delphi Italia Automotive Systems S.r.l. (Republic of Italy)  
Delphi Korea Corporation (Korea)  
Delphi Lockheed Automotive Limited (England and Wales)  
Delphi Lockheed Automotive Pension Trustees Limited (England and Wales)  
Delphi Otomotiv Sistemleri Sanayi ve Ticaret Anonim Sirket (Turkey)  
Delphi Packard Austria GmbH & Co. KG (Austria)  
Delphi Packard Electric Sielin Argentina S.A. (Argentina)  
Delphi Packard Electric (Malaysia) Sdn. Bhd. (Malaysia)  
Delphi Packard Electric Ceska Republika, S.R.O. (Czech Republic)  
Delphi Packard Electric Systems Company Ltd. (Peoples Republic of China)  
Delphi Packard España, SLU (Spain)  
Delphi Packard Hungary Kft (Hungary)



Exhibit 2 to

Declaration of David A. Wilson

Delphi Packard Romania SRL (Romania)  
Delphi Poland S.A. (Poland)  
Delphi Polska Automotive Systems Sp. z.o.o. (Poland)  
Delphi Saginaw Lingyun Drive Shaft Co., Ltd. (Peoples Republic of China)  
Delphi Saginaw Steering Systems UK Limited (England and Wales)  
"Delphi Shanghai Dynamics and Propulsion Systems Co. Ltd. (Peoples Republic of China)"  
Delphi Sistemas de Energia, S.A. de C.V. (Mexico)  
Delphi Slovensko s.r.o. (Slovak Republic)  
Delphi Tychy Sp. z.o.o. (Poland)  
Delphi-Calsonic Hungary Manufacturing Limited Liability Company (Hungary)  
Delphi-TVS Diesel Systems Ltd. (India)  
DEOC Pension Trustees Limited (England and Wales)  
Diavia Aire, S.A. (Spain)  
Electrotecnica Famar S.A.C.I.I.E. (Argentina)  
Famar do Brasil Comercio e Representacao Ltda. (Brazil)  
Famar Fuegoina, S.A. (Argentina)  
FUBA Automotive GmbH & Co. KG (Federal Republic of Germany)  
Gabriel de Mexico, S.A. de C.V. (Mexico)  
Grundig Car InterMedia System GmbH (Federal Republic of Germany)  
Grundig Sistemas de Electronica Lda., Portugal (Portugal)  
Holdcar S.A. (Argentina)  
Inmobiliaria Marlis, S.A. (Mexico)  
Inmuebles Wagon, S.A. (Mexico)  
Interessengemeinschaft fur Rundfunkschutzrechte GmbH Schutzrechtsverwertung & Co. KG (Federal Republic of Germany)  
Katcon, S.A. de C.V. (Mexico)  
KDAC (Thailand) Company Limited (Thailand)  
KDS Company, Ltd. (Korea)  
Korea Delphi Automotive Systems Corporation (Korea)  
Korea Technology Bank Network (Korea)  
Liverpool Branch of Delco Electronics Overseas Corporation  
Mecel AB (Sweden)  
Moscow Branch of Delphi Automotive Systems Overseas Corporation  
Noteco Comércio e Participacoes Ltda. (Brazil)  
NSK Ltd. (Japan)  
On Se Telecom Co. Ltd. (Korea)  
P.T. Delphi Automotive Systems Indonesia (Indonesia)  
Packard Korea Incorporated (Korea)  
Productos Delco de Chihuahua, S.A. de C.V. (Mexico)  
Promotora de Partes Electricas Automotrices S.A. de C.V. (Mexico)  
PROSTEP AG (Federal Republic of Germany)

Provedora de Electricidad de Occidente, S.A. de C.V. (Mexico)  
Quingdao Daesung Electronic (Peoples Republic of China)  
Rio Bravo Eléctricos, S.A. de C.V. (Mexico)  
Shanghai Delco Electronics & Instrumentation Co., Ltd. (Peoples Republic of China)  
"Shanghai Delphi Automotive Air-conditioning Systems Co., Ltd. (Peoples Republic of China)"  
Shanghai Delphi Emission Control Systems Company, Ltd. (Peoples Republic of China)  
Shanghai-Delphi Automotive Door Systems Co., Ltd. (Peoples Republic of China)  
Shengyang Huali Automotive Air-conditioning Co. Ltd. (Peoples Republic of China)  
Sistemas Electricos y Conmutadores, S.A. de C.V. (Mexico)  
Speciality Electronics (Singapore) Pte Ltd. (Singapore)  
Taiwan Representative Office of Delphi Automotive Systems International, Inc. (Peoples Republic of China)  
TECCOM GmbH (Federal Republic of Germany)  
TecDoc Information Systems GmbH (Federal Republic of Germany)  
Termoelectrica del Golfo, S. de R.L. de C.V. (Mexico)  
Thailwil, Switzerland Branch of Delphi International Services, Inc.  
"Unterstützungsgesellschaft der Kabelwerke Reinshagen GmbH (Federal Republic of Germany)"  
Wuhan Shenlong Automotive Air-conditioning Co. Ltd. (Peoples Republic of China)  
Yeon Kyung Electronics Co., Ltd. (Korea)

**III. Joint Owners of Subsidiaries**

Akebono Corporation - North America  
Ashimori America, Inc.  
Calsonic International Inc.  
Calsonic Corporation  
Dunlap, Robert Terren  
Enerl, Inc.  
Furukawa Electric North America APD, Inc.  
Kalkowitz, Dan  
Mayfield Fund  
O'Gara, Thomas M.  
Palm, Inc.  
PBR Tennessee, Inc.  
Raytheon Company  
Royce & Associates  
RS Investments Management  
Van Zeeland, Anthony J.

Declaration of David A. Wilson

**IV. Directors, Officers, and Key Executives**

Atul Pasricha  
Bernd Gottschalk  
Bette M. Walker  
Bradley J. Maggart  
Brian Eichenlaub  
Choon T. Chon  
Craig G. Naylor  
Cynthia A. Niekamp  
David A. Burgner  
David B. Wohleen  
David C. Barbeau  
David N. Farr  
Diane L. Kaye  
Doug Gruber  
Doug Parnell  
Earl Diem  
Edson Brasil  
F. Timothy Richards  
Francisco A. (Frank) Ordoñez  
Gary Abusamra  
Gregory D. Kochendorfer  
Guy C. Hachey  
James A. Bertrand  
James A. Spencer  
James P. Whitson  
Jeffrey J. Owens  
John D. Opie  
John D. Sheehan  
John Guevara  
John P. Arle  
Jonathan B. DeGaynor  
Jose Avila  
Karen L. Healy  
Kevin M. Butler  
Logan G. Robinson  
Lucia V. Moretti  
Mark C. Lorenz  
Mark R. Weber  
Mark Shasteen  
Mark Theriot  
Michael Simon  
Oscar de Paula Bernardes Neto  
R. David Nelson  
Robert H. Brust  
Robert J. Remenar  
Robert Morgan  
Robert S. (Steve) Miller Jr.  
Rodney O'Neal  
Roger S. Penske  
Ronald M. Pirtle  
Shoichiro Irimajiri

Virgis W. Colbert  
Volker J. Barth  
William Wrubel  
A.E. Billis  
A.N. Gardner  
Alan S. Dawes  
Allen D. Flowers  
Brian P. O'Neill  
Burton J. Valanty  
Charu Manocha  
Dae Un Lee  
David J. Jones  
Denise Olbrecht  
Derek Kolano  
Derrick M. Williams  
Donald L. Runkle  
Elizabeth M. Schwarting  
F.H. Cooke  
Faris Alsagoff  
Frank A. Ordonez  
Frank Gango  
Gabor Janos Deak  
Gail K. Miller  
Haim Feigenbaum  
Ian Scott  
J.E. Jackson  
J.L. Williamson  
J.T. Battenberg III  
James W. Borzi  
Jeffery M. Krause  
Jeffery Parsons  
Jerry Sonnonstine  
Jimmy C. Chen  
Jimmy L. Funke, Esq.  
Jinya Chen Esq.  
John A. Passante  
John G. Blahnik  
John M. Fuerst  
John Short  
Jose Maria Alapont  
Joseph P. Gumina  
Karen McClain  
Kevin R. Heigel  
Laura Marion  
Lothar Veaser  
Majorie Harris Loeb  
Marc C. McGuire, Esq.  
Maria Conor-Freeman  
Martin Conlon  
Mary A. Gray  
Max Rogers  
Michael A. Shader

Exhibit 2 to

Declaration of David A. Wilson

Michael Beckett  
Michael T. Reagan  
Mike Balsei  
Mike Rayne  
Milan E. Belans II  
Myung Hwan Yoon  
Nick Hotchkin  
Pamela M. Geller  
Patricia C. Sultz  
Paul S. Milburn  
Peter H. Janak  
Phillippe Desnos  
R. Scott Bailey  
R.A. Young  
R.E. Hathaway  
Rainer Hermeling  
Richard A. Franzi  
Richard Brown  
Richard E. Erwin  
Richard J. Zablocki  
Richard Jok  
Robert H. Sparks  
Robert Katz, Esq.  
Roberto Edwin Berry  
Ronald E. Jobe  
Russel W.H. Bailey  
Sandeep Manocha  
Sarah J. Salrin  
Sean P. Corcoran  
Shuji Hayashida  
Stephen L. Davey  
Steve D. Clemons  
Susan A. McLaughlin  
Theodore H. Lewis  
Thomas D. Goodman  
Thomas N. Twomey  
Timothy J. Knutson  
William D. Cornwell  
William Steven Bowers  
Wolfgang Humbeck  
Andrew Brown, Jr.  
Arthur Russell Jackson  
Carrie Anderson  
Christopher P. Arkwright  
David Knill  
David Maschoff  
F. Thomas Springer  
F. Thomas Sprunger  
Fred J. Bellar III  
Gregory R. Richards  
Henry A. Sullivan  
James H. Hindels

Jeffery M. Overly  
Jeffery R. Chadwick  
John A. Jaffurs  
John Robert Roland, Jr.  
Linos Jacovides  
Mark S. Kamischke  
Michael L. Schuppe  
Milton R. Scheffler  
Pam Pitsenbarger  
Patrick Griffin  
Robert C. Walker  
Samuel H. Hall Jr.  
Timothy G. Forbes  
David Sherbin  
Robert Dellinger

**V. Customers**

Aftermarket Technology Corp.  
American Axle and Manufacturing Holdings Inc.  
Arvinmeritor Inc.  
AZ Automotive Corp.  
Benteler Industries, Inc.  
BMW  
Caterpillar Inc.  
Collins & Aikman Corp.  
Cummins Inc.  
Daewoo Motor  
Daijatsu  
DaimlerChrysler Corp., US  
DBM Technologies, Inc.  
Delphi Allied Sales  
Denso  
Fiat Group  
Ford Motor Co.  
Fuji Heavy Industries  
General Motors Corp.  
GM Powertrain  
GMIO  
GMNA  
GMNAO  
GMSPO  
Harley Davidson  
Honda of America Mfg., Inc.  
Hyundai Motor America  
Isuzu Group  
Kautex Textron  
Lear Corporation Automotive Systems  
Intier Automotive Inc.  
Magna International Inc.  
Mitsubishi Motors of America Credit Co.  
Modatek  
Navistar International Corporation

Exhibit 2 to

Declaration of David A. Wilson

Nissan North America Inc.  
Paccar  
Power & Signal Group  
Promotora  
PSA Group  
Renault  
Rover  
Suzuki Group  
Takata  
Tenneco, Inc.  
Toyota Motor Credit Corporation  
TRW  
Volvo Truck  
VW Group  
Yorozu  
American Alliance of Service Providers (AASP)  
Agfa Corporation  
Agfa-Gevaert N.V.  
Agilent Tech. (M) SDN BHD  
Aksys, Ltd.  
American Discount Supply, Inc.  
Applied Biosystems  
Automotive Training Schools  
Brite Smile  
Cambrex Bio Science  
Cami Automotive Inc.  
Cardinal Health  
Caterpillar Engine Systems  
Coinstar, Inc.  
Elgin Industries  
Everest Biomedical Instruments  
ForHealth Technologies, Inc.  
Haemoscope Corporation  
Helicor, Inc.  
Hewlett-Packard Co.  
HP Financial Services  
Independent Auto Parts (IAPA)  
Inogen  
INO Therapeutics  
InterAmerican Trade Corp.  
International Truck & Engine Corp.  
John Deere  
Johnson Controls Inc. (JCI)  
Key Safety Systems, Inc.  
KLA Tencor Corp.  
KS Centoco  
L-3 Communications  
LeftHand Networks  
Matco Tools  
Medical Simulation Corporation  
Medrad Inc.  
Medtronic Navigation

Melling Tool Company  
Michael Baker, Inc.  
National Auto Radiator  
Niton Corporation  
NuVasive, Inc.  
Ophthonix, Inc.  
Particle Measuring Systems, Inc.  
Point 5 Technologies  
Precision Turbo & Engine Rob.  
Rescue Technology  
Reviva Labs  
S.E. Power Systems Orlando  
StorageTek  
Sun Refining & Marketing  
Sunrise Medical HHG, Inc./Sunrise Medical Ltd.  
Tamsco, Inc.  
Technologia Modificada SA de Caterpillar  
Tire Industry Foundation  
USA Technologies, Inc.  
Verilink Corporation  
Volvo Do Brazil Veiculos Ltda.  
Volvo Parts North America, Inc.  
Wheeler Brothers, Inc.

**VI. Insurance Providers**

ACE American Insurance Company  
AIG/American International Group, Inc.  
Allied World Assurance Company, AWAC  
American International Companies  
AON (Bermuda) Limited  
AON Risk Services of Illinois  
AON Risk Services, Inc.  
Blue Cross Blue Shield of Michigan  
CIGNA Behavioral Health  
CIGNA Corp.  
Cole Managed Vision  
David Vision  
Delta Dental Plans Association  
Green Shields Canada  
Health Solutions  
Health Plus  
Hewitt Associates  
JLT Services  
Lexington Insurance Companies  
M-Plan  
Medco Health Solutions Inc.  
The Medstat Group Inc.  
MetLife  
National Foot Care  
NCQA (National Committee for Quality Assurance)  
New York Workers Compensation Board  
Scantron

Exhibit 2 to

Declaration of David A. Wilson

SHPPS/Health International  
Starr Excess Liability Insurance Intl. Limited  
St. Paul Fire & Marine Insurance Compan  
St. Paul (Bermuda), Ltd.  
TGI Direct  
Towers Perrin  
United Health Group  
University of Michigan  
Value Behavioral Health (Value Options)  
Zurich American Insurance Company  
ACE USA  
AIG World Source  
Allianz of America Corporation  
American International Specialty Lines Insurance  
Company  
Bermuda Markets  
CAN Insurance Services (CIS)  
GEP  
Gulf Underwriters Insurance Company  
Hanover Inc.  
HDI Insurance Company  
IRI  
Liberty Mutual Insurance Company  
Lloyds of London  
Marsh USA, Inc. (Broker)  
Tokio Marine  
XL Global Reinsurance Company, Ltd.  
AIG Excess Casualty North America (Lexington)  
AIU, Inc.  
American Home Assurance Co. (AIMA)  
AON UK  
Arch Insurance Group Inc.  
AXIS  
Canawill, Inc.  
Chubb Custom Insurance  
Continental Casualty Co. (C.N.A)  
Federal Ins. Co. (Chubb)  
Great American Insurance Co.  
Hanseatic Insurance Company (Bermuda) Ltd.  
Ins. Co. of the State of Pennsylvania (AIG)  
Marsh/Pentastar  
National Union Fire Ins. Co. (AIG)  
Pacific Employers Insurance Co. (ACE USA)  
Steadfast Insurance Company (Zurich)  
Swiss Re Insurance Company Ltd.  
Twin City Fire Insurance (Hartford)  
United State Aviation Insurance Group (USAIG)  
US Specialty/HCC  
ACE Insurance Co.  
AIG WorldSource  
Nation Union (AIG)  
Amerada Hess Corporation

ANR Pipeline Company  
Columbia Gas Transmission Corp.  
Columbia Gas of Ohio  
Coral Energy Resources, L.P.  
East Ohio Gas Co.  
Indiana Gas Company  
Panhandle Eastern Pipeline Company  
Seminole Energy Services  
Sequent Energy Services  
The Hartford  
UGI Energy Servies  
Union Gas System, Inc.  
Vectren Energy

**VII. Vendors**

3M Company  
A Agrati SPA  
Ab Skf  
Abc Group Inc.  
Acome Societe Cooperative De Produc  
Advanced Micro Devices  
Affinia Group Holdings Inc.  
Aluminum Company of America, Inc. (ALCOA)  
Alpine Group Inc.  
Alps Electric Co. Ltd.  
American President Lines Ltd.  
Amtek Engineering Ltd.  
Analog Devices Inc.  
Android Industries LLC  
Aplicaciones De Metales Sinterizado  
Aramark  
Assembleon America Inc.  
Autocam Corp.  
Autoliv Asp Inc.  
Beiersdorf AG  
Binter SA  
Boco Pty Ltd.  
Bosch, Robert Stiftung Gmbg  
Bosch Automotive Systems Corp.  
Calsonic Kansei Corp.  
Calsonic Kansei North America, Inc.  
Carlisle Companies Inc.  
Carringworth Ltd.  
Centra Inc.  
Cie Automotive Sa  
Clarion Corporation of America  
Contech  
Continental Gummi-werke AG  
Daewoo Heavy Industry America  
Dayco Products LLC  
DBG Tool & Machine  
Deloitte & Touche

Exhibit 2 to

Declaration of David A. Wilson

Denso International America, Inc.  
Dhl Danzas Air & Ocean  
Direct Sourcing Solutions  
DMC 2 Canada Corporation  
Dura Automotive Systems Inc.  
Eco-Bat America LLC  
Electronic Data Systems Corporation (EDS)  
Engelhard Corporation  
Essex Group Inc.  
Feintool International Holding  
Fountain Construction  
Freescale Semiconductor Inc.  
Furukawa Electric Co. Ltd., the  
General Electric Capital Corporation  
General Electric Co. Inc.  
Georg Fischer AG  
Great Lakes Tape Corp.  
Green, Ernie Industries Inc.  
Groupe Rencast  
Hitachi Automotive Products, Ltd.  
Hitachi Ltd.  
Hitachi Chemical Asia Pacific  
HSS LLC  
Illinois Tool Works Inc.  
Impala Platinum Holdings Ltd.  
INA Bearing Group  
Infineon Technologies AG  
Intermet Corporate  
ISI of Indiana Inc.  
Johann Albert Freund  
Kataman Metals Inc.  
Kyocera  
Leaseway Transfer Pool  
Leopold Kostal GmbH & Co. Kg  
Lexington Connector Seals  
Linamar Corp.  
Littlefuse Inc.  
LS Cable Ltd.  
Madison-kipp Corp.  
Mahle GmbH  
Markin Tubing  
Metaldyne Corporation  
Methode Electronics Inc.  
Metropolitan Life Ins. Co.  
Microsoft Services  
Minebea Co. Ltd.  
Molex Inc.  
Motorola Inc.  
Motorola Automotive  
Multitronics Inc.  
National Semiconductor Corporation  
NEC Electronics Inc.

Nec Corp.  
Niles Co. Ltd.  
North American Operations  
NSK Ltd.  
Ogura Clutch Co. Ltd.  
Olin Corp.  
Paid Prescriptions LLC  
Pam Dedicated Inc.  
Panasonic Automotive Systems Company  
PBR Automotive USA LLC  
PBR Columbia LLC  
PEK Co. Ltd.  
Philips Semiconductors  
PriceWaterhouseCoopers LLP  
Progressive Moulded Products Ltd.  
Qek Global Solutions  
RSR Corporation  
Ryder Integrated Logistics, Inc.  
Sansho Giken Co. Ltd.  
Sas Comte  
Securitas Security  
Sequa Corp.  
Setech Inc.  
SGS Thomson  
Siemens Automotive Ltd.  
Siemens AG  
Societe Industrielle De Sonceboz SA  
SPX Corporation  
Steel Technologies, Inc.  
Stoba Praezisionstechnik GmbH & Co.  
Synchron-Eifler Ipari Es Kereskedelm  
Tata America Intl. Corp.  
Tech Central  
Texas Pacific Group Ltd.  
Textron Inc.  
Thyssenkrupp AG  
Tokico Ltd.  
Torrington Co.  
Toyo Clutch Co. Inc.  
TRW Automotive  
TT Electronics PLC  
Tyco International Ltd.  
Tyco Electronics Corp.  
Umicore Sa  
Unigraphics Solutions Inc.  
US Steel Corporation  
UVA Machine Company  
Vireo Sa  
Vallourec  
Vanguard Distributors Inc.  
Viasystems Canada Inc.  
Visteon Automotive Systems

Exhibit 2 to

Declaration of David A. Wilson

Wanxiang Group Corp.  
Waupaca Foundry Inc.  
Yazaki Corp.  
ADC - Anderson Diecast  
Bayer AG  
Blackhawk Automotive Plastics Inc.  
Circle Plastics Products Inc.  
Equistar Chemicals LP  
Federal Mogul Corp.  
Georgia Gulf Corp.  
GKN PLC  
Hayes Lemmerz International Inc.  
Henkel KGAA  
I&W Industries LLC  
Intec Group Inc., The  
International Wire Group, Inc. (Omega)  
Key Plastics LLC  
M&Q Plastic Products Inc.  
Martinrea International Inc.  
Meadville Forging Co.  
Michigan ARC Products  
Microchip Technology Inc.  
Mittal Steel Company N.U.  
MTI Technology Corp.  
National Rivet & MFG Co.  
Norandal  
Norilsk Nickel  
Northern Engraving Corp.  
Olympic Coaters  
Palmer Holland Inc.  
Perfection Spring  
PFG  
Photo Circuits  
Pioneer INDL Components  
Plymouth Rubber Company  
PMP  
Premier Trim LLC  
PTC Alliance Corp.  
Republic Engineered Products, Inc.  
Rotor Clip Company, Inc.  
Seiko Epson Corp.  
Sharp Electronics Corporation  
Shell Oil  
SKF USA, Inc.  
Spartech Corp.  
ST Microelectronics NV  
Swatch Group  
SwiTec  
Tower Automotive Inc.  
Trico Products Corporation  
US Aeroteam  
Parts Finishing Group Inc. (Vassar)

Willow Hill Industries  
ARC Automotive Inc.  
Texas Instruments Inc.  
CE Communications, Inc.  
Hyatt Legal Plans, Inc.  
SIRVA Relocation LLC  
EI Dupont de Nemours & Co. Inc.  
Freudenberg & Co. KG  
Timken Co., Inc.  
Best Buy Co. Inc.  
Circuit City Stores Inc.  
Daihatsu  
Napa Dist Center  
Saturn Corp.  
Standard Motor Products Inc.  
Wal-Mart Stores CE  
XM Email LLC  
Federal Environmental Protection Agency  
Fraccionadora Industrial del Norte, S.A. de C.V.  
GMACCM Asset Management de Mexico  
Hub Group  
Michigan Department of Environmental Quality  
New Jersey Environmental Protection Agency  
Ohio Environmental Protection Agency  
Orange County Health Care Agency  
ProLogis-Juarez Investment, LLC  
Reliance Insurance Company  
RLI Surety  
Safeco Insurance Co.  
State of Alabama Dept of Industrial Relations  
State of Georgia, Workers' Compensation Board  
State of Kansas, Workers' Compensation Board  
State of New York, Workers' Compensation Board  
Toronto Dominion Bank  
ABC Plastic  
Advanced Polymer Systems, Inc.  
Allegney Technologies  
ATF  
Basell USA Inc.  
Beaver Mfg.  
Carpenter Technology Corp.  
Cooper Standard Automotive Inc.  
Curtis Screw  
Dana Corporation  
Decatur Plastic Products, Inc.  
DGB  
Dicky Grabler  
Dr. Schneider Automotive  
Eagle Picher Holdings Inc.  
Elkhart Prod.  
Epcos AG, Inc.  
Exxon Mobile Corp.

Exhibit 2 to

Declaration of David A. Wilson

Fischer America  
Affinia Canada Corp.  
AK Steel Corporation  
AW Transmission Engineering  
Bosch Braking Systems Corp.  
Carlisle Engineered Prods.  
Carter Group Inc.  
D & R Technology LLC  
Doshi Prettl International  
Flextronics International  
Fujitsu Ten Corporation  
Futaba Corp. of America  
Howard County, Indiana Treasurer  
Ispat Inland  
Johnson Electric North  
Montgomery County, Ohio Treasurer  
Murata Electronics North America, Inc.  
Niles USA, Inc.  
Pechiney Rolled Products  
Robert Bosch Corporation Automotive Group  
Semiconductor Components Industries, LLC  
SGS Thompson  
Soletron de Mexico SA de CV  
State of Wisconsin  
TDK Corporation of America  
TI Group Automotive System  
Westwood Associates Inc.  
Yazaki North America Inc.  
Alps Automotive, Inc.  
Cataler North America Corp.  
Corus LP  
SPX Contech  
Aisin Seiki Co Ltd  
Buena Vista Township, Michigan  
Capri Capital Advisors LLC  
Delta  
Limar Realty Corp  
Madison County, Indiana  
Merck Medco  
State of Michigan  
State of Ohio  
Traxle Mfg Ltd  
University HealthSystem Consortium (UHC)  
Adam Opel AG  
Agco-Jackson Operation  
Cannon Group Ltd.  
DK Packaging  
Espackdis SA  
HMH Group  
Koltec BV  
New Wave Enterprises (Belgium) NV  
Perkins Engines Company Ltd.

Saab Automobile AB  
Vauxhall Motors Ltd.  
AFX Wheels  
Amphenol Corp  
Asahi Glass Co  
B&A Enterprises  
Bitron Industrie SpA  
British Vita PLC  
BTV Holding GmbH  
Bus Elektronik GmbH  
Dr. Johannes Heidenhain-Stiftung Gmb  
Engineered Plastic Components Inc  
Hanwha Corp Poun Plt  
International Rectifier Corp.  
Marian, Inc  
Mecaplast  
Mitsubishi Electric  
Ningbo Huaxiang Electronic Co Ltd  
Noranda Aluminum, Inc  
Ontario Holding International Bv  
Pressac  
Quexco Inc  
Rohm Co Ltd  
Samtech Corporation  
Schulte & Co GmbH  
Selectron Corp  
Spirent PLC  
Stelco GmbH Electronic Components  
Sumitomo Electric Industries Ltd  
Taiho Corporation of Europe Kft  
Technitrol Inc  
TPG Advisors  
Vishay Intertechnology  
Wieland Werke AG  
Wilh Werhahn

**VIII. Professionals**

Cleary, Gottlieb, Steen & Hamilton  
Corporate Branding LLC  
CMS Worldwide  
Fidelity Employer Services Company LLC  
Fidelity Institutional Retirement Services Company (FMR Corp.)  
Morris, Nichols, Arsht & Tunnell  
Sedgwick Claims Management Services, Inc.  
Shearman & Sterling LLP  
4GEN  
Air Academy Associates  
AIT GROUP  
American Supplier Institute, LLC (ASI)  
Ariane Ingenierie  
ASI, Shainin (ICIM)



Exhibit 2 to

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Declaration of David A. Wilson

Asset Mfg. Resources  
BBK, Ltd.  
Bevco Solution Strategies  
Braun Kendrick Finkbeiner  
BSI Americas  
Bugbee & Conkle  
Crew Buchanan & Lowe  
Drew, Eckl & Farnham, LLP  
Due, Doyle Fanning, Ewing & Metger, LLP  
Ernst & Young  
Evans, Pletkoic & Rhodes, P.C.  
Eyster, Key, Tubb, Weaver & Roth  
Fernandez Racing  
FTI Consulting, Inc.  
Hamberger & Weiss  
Hendrick Motorsports  
Holloway, Dobson, Bachman  
Hudson, Potts & Bernstein  
I33 Communications LLC  
KPMG LLC  
Lathrop & Gage  
Lean Business Solutions  
Lenox, Socey, Wilgus, Formidoni, Brown, Giordano & Casey  
Letson, Griffith, Woodall, Lavelle & Rosenberg  
Levasseur & Levasseur  
Linklaters  
Locker & Lee  
McCann-Erickson  
MIT  
O.P. Tyagi  
Paul E. Riegel, Esq.  
Phifer & White, P.C.  
Robbins GIOIA  
S.P. Nagrath & Co.  
Saarakshi Enterprises  
Salomon Smith Barney  
Sapient  
Scheuer Mackin Breslin LLC  
Seva Technologies  
Shainin LLC  
Six Sigma Academy  
Solution Strategies, Inc.  
Southwest Research  
TBM  
Tech Caliber  
Training Services and Solutions  
TSSC  
TWI Network  
Vprys, Sater, Seymour & Pease  
Watson Wyatt & Company  
Wise, Carter, Child & Caraway

World Class Engineering  
Zeanah, Hust & Summerford  
Groom Law Group  
O'Melveny & Meyers, LLP  
Rothschild Inc.  
Rohatyn Associates LLC  
Sitrick & Company  
Ahern & Soper Co. Inc.  
Air Academy Press & Associates  
ASI Consulting Group LLC  
Asset Management Resources  
Bede & Associates  
Booz-Allen Hamilton  
Clark Patterson Associates  
Conway McKinsey and Dunlevy  
Corporate Executive Board  
CTG Auditors  
CTJ Safety Associates  
DASCO  
David Cunningham  
Det Norske Veritas  
Detroit Translation Bureau  
DeWitt Ross & Stevens  
Electricore Inc.  
Hao Do  
Institute of Configuration  
Link Testing Laboratories  
Meritus Consulting Services  
Miller Consulting Services  
Molitor International  
Ohio State University  
Origin Intl. Inc.  
Rutledge Tonya R.  
SGS Controll Co. MBH  
Tatum Partners  
Tec Ease Inc.  
TPI  
Xpedex  
AJM International  
Bedi Strategies, Inc.  
Brenda Veit  
Calwest  
Cardoza  
Carquest  
Chris Kouri & Assoc.  
Coble Taylor & Jones  
Coe & Associates  
Common Point Graphics  
Dickson Allen  
Foley & Lardner LLP  
Frost Brown Todd LLC  
Hirsig-Frazier Co.

Exhibit 2 to

Declaration of David A. Wilson

Hunton & Williams LLP  
JLE Process Services, Inc.  
Kitchin & Sons, Inc.  
Law Offices of Albert M. Gutierrez, P.C.  
Lee Hecht Harrison  
N.A. Williams Co.  
Northeastern Marketing  
On-Mark Sales  
Orion Adv. Mktg.  
Parsons  
Paul Hastings Janofsky & Walker LLP  
Productivity Systems  
QS Servicios Tecnicos  
Richards Spears Kibbe & Orbe LLP  
Russell Reynolds Associates, Inc.  
SAP Consulting  
Savety Innovations Ltd.  
Shaw E & I  
Siskel Sales Company  
Spirax Sarco  
SRS Marketiong Co.  
Suh & Assoc.  
Suri & Company  
Watkins Ludlam Winter & Stennis, P.A.  
Alvarez & Marsal  
Banner & Witcoff, Ltd.  
Blake, Cassels & Graydon LLP  
Butzel, Long  
Cadwalader, Wickersham & Taft, LLP  
Callaway Partners  
Cantor Colburn, LLP  
Chanin Capital Partners LLC  
Covington & Burling LLP  
Crowell & Moring LLP  
Davis Polk & Wardwell  
Dickinson Wright PLLC  
Goodwin Procter LLP  
Howard & Howard Attorneys, P.C.  
Jaeckle, Fleischmann & Mugel, LLP  
Jones Lang Lasalle Americas, Inc.  
Lazard Freres & Co.  
Mesirow Financial Consulting, LLC  
Milliman, Inc.  
Price, Heneveld, Cooper, DeWitt & Litton, LLP  
Quinn Emanuel Urquhart Oliver & Hedges  
Rader Fishman & Grauer LLP  
Steven Hall & Partners  
Thompson Hine & Flory, LLP  
Wilmer, Cutler, Pickering, Hale & Dorr LLP

**IX. Indenture Trustees**

Bank One Trust Company N.A.

J.P. Morgan Trust Company, N.A.  
Chase Lincoln First Bank N.A.  
First National Bank of Chicago

**X. Underwriters of Securities**

A.G. Edwards & Sons, Inc.  
ABN AMRO Incorporated  
Advest, Inc.  
Banc of America Securities LLC  
Barclays Capital Inc.  
BB&T Capital Markets, Inc.  
BNP Paribas Securities Corp  
C.L. King & Associated, Inc.  
Citigroup Global Markets Inc.  
Comerica Securities Inc.  
Credit Suisse First Boston LLC  
D.A. Davidson & Co.  
Deutsche Bank Securities Inc.  
Ferris, Baker Watts, Incorporated  
HSBC Securities Inc.  
J.P. Morgan Securities Inc.  
Janney Montgomery Scott LLC  
McDonald Investments Inc.  
Merrill Lynch, Pierce, Fenner & Smith Incorporated  
Mesirow Financial, Inc.  
Morgan Stanley & Co. Incorporated  
Oppenheimer & Co. Inc.  
Quick & Reilly, Inc.  
RBC Dain Rauscher Inc.  
Ryan Beck & Co.  
Samuel A. Ramirez & Company Inc.  
Scotia Capital Inc.  
SG Cowen Securities Corporation  
Southwest Securities, Inc.  
Stifel, Nicolaus & Company, Incorporated  
The Royal Bank of Scotland PLC  
U.S. Bancorp Piper Jaffray Inc.  
UBS Securities LLC  
Utendahl Capital Partners, L.P.  
Wachovia Capital Markets, LLC  
Wells Fargo Van Kasper LLC  
Williams Capital Group, L.P.

**XI. Parties to Collective Bargaining Agreements**

International Union, United Automobile, Aerospace and  
Agricultural Implement Workers of America (UAW)  
"IUE-CWA, the Industrial Division of the  
Communications Workers of America,  
AFL-CIO"  
Electronic and Space Technicians Local 1553  
International Brotherhood of Electrical Workers, AFL-  
CIO Local 663

Exhibit 2 to

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International Union of Operating Engineers Local 101-S  
International Union of Operating Engineers Local 18-S  
IUE, AFL-CIO Local 698  
IUE, AFL-CIO Local 711  
IUE, AFL-CIO Local 718  
IUE, AFL-CIO Local 755  
IUE-CWA, The Industrial Division of the  
Communications Workers of America, AFL-CIO, CLC  
IUE-CWA Local 1111  
IUE-CWA Local 416  
IUE-CWA Local 709  
IUE-CWA, AFL-CIO Local 801  
IUE-CWA, AFL-CIO, CLC Local 717  
UAW Amalgamated Local 292  
UAW Amalgamated Local 686  
UAW Local 1021  
UAW Local 1097  
UAW Local 167  
UAW Local 1866  
UAW Local 2031  
UAW Local 2083  
UAW Local 2151  
UAW Local 2157  
UAW Local 2188  
UAW Local 2190  
UAW Local 2195  
UAW Local 286  
UAW Local 438  
UAW Local 467  
UAW Local 651  
UAW Local 662  
UAW Local 686, Unit 19  
UAW Local 696  
UAW Local 699  
UAW Local 913  
UAW Local 969  
United Steelworkers of America  
International Association of Machinists (IAM) Local 78  
International Union of Operating Engineers (IUOE) Local  
832S  
United Steel Workers of America (USW) Local 87

**XII. Counterparties to Major Leases**

1401 Troy Associates Limited Partnership  
ATEL Capital Group  
First Industrial L.P.  
Ford Motor Land Development Corporation  
John E. Benz & Co.  
Kensington Capital Corp.  
Kilroy Realty, L.P.  
LaSalle National Bank  
Laurence Tippman, Sr., Family Limited Partnership

Osprey, S.A., Ltd.  
River Road Investments, Inc.  
TR Butterfield Trail Corp.  
Universal Tool and Engineering Company, Inc.  
Wells Operating Partnership, L.P.  
ORIX Warren, LLC / Orix GF Warren Venture

**XIII. Counterparties to Major Contracts**

Techcentral LLC  
American Electric Power (AEP OK)  
Air Force Office of Scientific Research (AFOSR)  
Alabama Gas Corporation  
Alabama Power Co.  
Alltel Corporation  
Ameritech Information Systems, Inc.  
Anderson City Utilities, IN  
Anxebusiness Corp.  
Applera Corporation  
ARL  
AT&T Corporation  
AT&T Solutions, Inc.  
AT&T Wireless  
Avaya World Services, Inc.  
Cardinal Health 200, Inc.  
Cellco Partnership d/b/a Verizon Wireless  
Chemical Reclamation Svcs Inc. USA  
Cinergy PSI IN  
City of Adrian, MI  
Clinton (City of) MS  
Columbus (City of) Ohio  
Constellation NewEnergy, Inc.  
Consumers Energy  
Consumers Power Company  
Coopersville (City of) MI  
D.O.T. Volpe Center  
Dayton Power & Light Co.  
Dayton Water Dept (City of) Ohio  
Department of Commerce/National Institute of Standards  
and Technology (DOC/NIST)  
Department of Defense/Tank-Automotive and Armaments  
Command (DOD/TACOM)  
Department of Energy/National Energy Technology  
Laboratory (DOE/NETL)  
"Department of Transportation/National Highway Traffic  
Safety Administration  
(DOT/NHTSA)"  
DPL Energy Resources, Inc.  
DTE Energy MI  
El Paso Electric Co. TX  
Electricore Aerovironment  
Emtech  
Entergy (MS Power & Light) USA

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EQ-Heritage USA  
Erie Cnty. Dept. Environ Serv. OH  
Fitzgerald Wtr. Lgt. Bond Com GA  
Flint (City of) MI  
Georgia Power Company  
Henry County REMC IN  
Heritage Interactive Services USA  
HESCO Houston Energy Svcs Co.  
Honeywell International  
Indiana University: Purdue University Indianapolis  
(IUPUI)  
Indiana Michigan Power Comp IN  
Indiana-American Water Company  
Indianapolis Power & Light Co.  
Industrial Energy Users - Ohio  
Intercall  
Johns Hopkins University  
Kokomo Gas & Fuel Company IN  
Kokomo Wastewater (City of) IN  
KPL (Western Resources) KS  
Limestone County Commission AL  
Limestone County Wtr & Swr AL  
Lockport (City of) NY  
Lockport Energy Associates NY  
Magic Valley Electric Coop USA  
Mississippi Power Company  
Monroe Cnty Water Authority NY  
Montgomery City San Eng Dept OH  
MRI Connectivity Solutions  
NASA  
New Brunswick (City of) NJ  
New York Power Authority  
New York State Electric & Gas NY  
Nextel Communications  
Niagra Mohawk NY  
North Alabama Gas District AL  
Oak Creek (City of) WI  
Ohio Edison Company  
Oil Chem Inc. USA  
Olathe (City of) KS  
OneOK Energy Energy Marketing OK  
Pepco Energy Services, Inc.  
Portage Cnty Wir Resources OH  
PSE&G NJ  
Purdue University  
Rineco Chemical Industries USA  
Rochester (City of) NY USA  
Rochester Gas & Electric NY  
SBC Ameritech  
SBC Global Services, Inc.  
SkyTel  
Southern California Edison

Sprint United  
State of Indiana  
TechSolve  
Tennessee Valley Authority  
Time Warner  
Troy (City of) MI  
Tulsa Utils Svc (City of) OK  
TXU Energy Retail Company LP  
USAF/AFRL  
Vandalia (City of) OH  
Verizon  
Warren (City of) Util Svcs OH  
Warren City of Pollution Control  
Wisconsin Electric Power Co. WI  
Wyoming (City of) MI  
Zoe Medical, Inc.  
Alexander Long, III  
Anxebusiness Corp.  
BellSouth Corporation  
Bluetooth  
Caretools, Inc.  
Clifford Electronics, Inc.  
Compuware Corporation  
Cullmann GmbH  
Debiotech S.A.  
Direct Sourcing Solutions (DSSI)  
Dolby Digital  
DSSCSC China  
Embedded Technology  
Ericsson AB  
Firma Carl Freudenberg KG  
HTC Corp.  
IBM Corporation  
Ideal Technology Solutions U.S. Inc  
Inovise Medical, Inc.  
Integrated Therapeutics Group, Inc.  
Intel Corporation  
JSP International Ltd.  
LiveDevices Inc  
Logikos  
Lucent Technologies Inc.  
Magnavox Government and Industrial Electronics  
Company  
Matsushita Electric Corporation of America  
Miller Engineered Services, Incorporated  
MMT SA  
Moving Magnet Technologies SA  
MPEG LA, LLC  
NCMS  
Nokia Corporation  
North American Philips Corporation  
Premacare

Exhibit 2 to

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Sanden Corporation  
Satyam  
Scroll Laboratories, Inc.  
Standard Research Institute International (SRI Intl)  
TCS  
The Whitaker Corporation  
Thomas Giannulli Inc.  
Toshiba Corporation  
UBE Industries, Ltd.  
UnitedGlobal Com Inc (UGC)  
UGC "Europe"  
Valence Technology Cayman Islands Inc.

**XIV. Lenders**

Banc One Capital Markets, Inc.  
Falcon Asset Securitization Corporation  
Jupiter Securitization Corporation  
ABN AMRO Bank N.V.  
Amsterdam Funding Corporation  
The Bank of Tokyo-Mitsubishi, Ltd.  
Gotham Funding Corporation  
JPMorgan Bank, N.A.  
Wachovia Bank, National Association  
Blue Ridge Asset Funding Corporation  
City of Saginaw, Michigan  
Michigan Strategic Fund  
Whitney National Bank  
Citicorp Securities, Inc.  
First Chicago Capital Markets, Inc.  
Dai-Ichi Kangyo Trust Company of New York  
Cede & Co.  
Ohio Water Development Authority  
Cleveland Trust Company  
Deposit Guaranty National Bank  
Regions Bank  
Lord Corporation  
A3 Funding LP  
Ableco Finance LLC  
Agricultural Bank of China  
Amaranth Partners LLC  
Apollo Distressed Investment Fund  
Appaloosa Invest Ltd. Partnership I  
Australia and New Zealand Bank Group  
Banco Bilbao Vizcaya Argentaria, S  
Banca Nazionale Del Lavoro SpA, New  
Banco Santander Central Hispano S.A.  
Bank of America, N.A.  
Bank of China Luxembourg SA  
Bank of New York  
Bank of Nova Scotia  
Bank of Toyko Mitsubishi Company  
Barclays Bank PLC

BNP Paribas  
BrenCourt Distress Securities Maste  
Calyon New York Branch [f/k/a] Credit Lyonnais  
CapitalSource Finance LLC  
Cargill Financial Services Intl. Inc.  
Citibank N.A.  
Citigroup Financial Products Inc.  
Comerica Bank Michigan  
Commerzbank Aktiengesellschaft New  
Credit Industriel et Commercial  
Deutshce Bank AG  
Deutsche Bank Trust Company America  
Dymas Funding Company LLC  
Event Partners Debt Acquisition, LLC  
Fifth Third Bank, Eastern Michigan  
Goldman Sachs Credit Partners L.P.  
Gulf Stream - Compass CLO 2004-1, Ltd.  
Gulf Stream - Compass CLO 2005-1, Ltd.  
HBK Master Fund L.P.  
HSBC Bank USA, National Association  
KeyBank National Association  
Lehman Commercial Paper, Inc.  
Mizhuo Corporate Bank Ltd. fka DKB  
Morgan Stanley Senior Fundings, Inc.  
Protective Life Insurance Company  
Sequils Ing I, Ltd.  
Severn River Master Fund Ltd.  
Societe Generale SA New York  
Special Situations Investing Group, Inc.  
Sumitomo Mitsui Banking Corporation  
Trilogy Portfolio Company, LLC  
TRS Callisto LLC  
TRS Leda LLC  
TRS Thebe LLC  
UBS AG, Stamford Branch  
UBS Loan Finance LLC  
UFJ Bank Limited  
Windmill Master Fund LP  
Grand Central Asset Trust, SIL Series  
Sea Pines Funding LLC  
Tenor Opportunity Master Fund, Ltd.  
Citicorp Vendor Finance, Inc.  
Compaq Financial Services Corporation  
Crown Credit Company  
Sentry Financial Corporation  
The Peltz Group, Inc.  
Whitney Private Debt Fund LP  
Bear Stearns Investment Products  
Secondary Loan and Distressed Credit  
ACA CLO 2005-1, Ltd.  
Access Institutional Loan Fund  
ADAR Investment Fund Ltd.

Exhibit 2 to

Declaration of David A. Wilson

Addison CDO, Limited  
AG Alpha Credit Master, Ltd.  
Ahab Partners, L.P.  
Airlie Opportunity Master Fund, Ltd  
American Express Certificate Company  
AMMC CLO  
Archimedes Funding IV, Ltd.  
ARX Global High Yield Securities  
Aslan Capital Master Fund, LP  
Atlas Capital Funding, Ltd.  
Atrium  
Avenue CLO  
Avery Point CLO, Ltd.  
Balboa CDO I, Limited  
BDC Finance LLC  
Black Diamond Offshore Limited  
Blue Square Funding Ltd. Series 3  
Boldwater CBNA Loan Funding LLC  
Boldwater Credit Opportunities  
Boston Harbor CLO 2004-1, Ltd  
Boston Income Portfolio  
Brookville Capital Master Fund, L.P.  
Brun Mawr CLO, Ltd.  
Callidus Debt Partners CDO Fund I  
Candlewood Capital Partners LLC  
Canpartners Investments IV LLC  
Canyon Capital Partners  
Castle Garden Funding  
Castle Hill  
CDL Loan Funding LLC  
Cedarview Opportunities Master Fund  
Celerity CLO Ltd  
Centurion CDO  
Chatham Light II CLO, Limited  
Citadel Hill 2000 Ltd.  
Colonial Funding LLC  
CSAM Funding IV  
C-Squared CDO Ltd.  
Cumberland II CLO Ltd.  
Cypresstree Claif Funding LLC  
D.K. Acquisition Partners, L.P.  
Debt Strategies Fund, Inc.  
Delaware Corp Bond Fund  
Delaware Delchester Fund  
Desjardins Financial Security Life  
Diversified Income Strategies  
Diversified Investors High Yield  
Dryden Leveraged Loan  
Duane Street CLO 1, Ltd.  
Duma Master Fund LP  
Dunes Funding LLC  
ELF Funding Trust I

Employers Insurance of Wausau  
Empyrean Investments, LLC  
Endurance CLO I Ltd.  
Excess Book  
Feingold O'Keefe Credit Fund CBNA  
First Trust Highland Capital  
Flagship CLO  
Forest Creek CLO, Ltd.  
Fortis Bank SA NV Cayman Island Branch  
Forstress Credit Funding  
Lightspeed CLO  
Galaxy  
Gleneagles CLO Ltd.  
Global Enhanced Loan Fund S.A.  
Global StocksPLUS Income Fund  
Gracie Capital L.P.  
Greywolf Loan Participation LLC  
Guggenheim Portfolio Company XII  
Hammerman  
Harbour Town Funding LLC  
High Income Portfolio  
Highland Floating Rate  
Horizon Income Fund, Ltd.  
IDS Life Insurance Company  
ING Investment Management  
Investment CBNA Loan Funding LLC  
Investors Bank and Trust Co  
Jasper CLO Ltd.  
Katonah  
KIL Loan Funding LLC  
Kingsland I, Ltd.  
KKR Financial CLO 2005-1, Ltd.  
KZH  
Liberty CLO Ltd.  
LibertyView Loan Fund, LLC  
Lincoln National Life Insurance Co.  
Linden Capital LP  
Lispenard Street Credit (Master)  
Loan Funding LLC  
Loan Star State Trust  
Long Grove CLO, Limited  
Madison Park Funding I, Ltd.  
Marathon CLO I Ltd.  
Marathon Special Opportunity  
Market Square CLO Ltd.  
Maquette Park CLO Ltd.  
McDonnell Loan Opportunity Ltd.  
Metropolitan West  
ML Global Investment Series Income  
Mountain Capital CLO  
Muirfield Trading LLC  
National City Bank

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Nemean CLO, Ltd.  
Oak Hill Credit  
Oak Hill Securities Fund  
OCM High Yield Plus Fund LP  
Octagon Investment Partners  
Panton Master Fund LP  
Park Avenue Loan Trust  
PIMCO Floating  
Pinewood Credit Markets Master Fund  
Pioneer Floating Rate Trust  
PNC Bank, N.A.  
Post Leveraged Loan Master Fund, LP  
Post Opportunity Fund L.P.  
Post Total Return Fund, L.P.  
Principal Life Insurance Company  
Prospect Funding I, LLC  
Putnam Investments  
Q Funding III LP  
Quadrangle Master Funding Ltd  
Quattro  
R2 Top Hat, Ltd.  
Race Point  
Red Fox Funding LLC  
Redwood Master Fund, Ltd.  
Riviera Funding LLC  
Robson Trust  
Rockwall CDO Ltd.  
Rosemont CLO, Ltd.  
Salomon Brothers Variable Rate  
Sankaty High Yield Partners  
Satellite Senior Income Fund  
Saturn Trust  
Scoggin Worldwide Fund Ltd  
Scottwood Partners LP  
SEI Institutional Managed TST  
Seneca Capital, L.P.  
Sierra CLO I Ltd.  
Silverado CLO 2006-1 Ltd.  
Sky CBNA Loan Funding LLC  
SMBC MVI SPC  
SOF Investment, LP  
Southport CLO, Limited  
SRI Fund LP  
Stanfield Quatro CLO  
SunTrust Bank Atlanta  
TCW  
The Drake Offshore Master Fund, Ltd  
The Foothill Group Incorporated  
The Hartford Floating Rate Fund  
Thirvent High Yield  
Velocity CLO, Ltd.  
Venture CDO

Vista Leverage Income Fund  
Vulcan Ventures, Inc.  
Watershed Capital  
Waterville Funding LLC  
Waveland-Ingots, Ltd.  
Wells Capital Management  
Western Asset Floating Rate  
Wind River CLO I, Ltd.  
Wrigley CDO, Ltd.

**XV. State and Other Government Authorities**

Air Resources Board (ARB) California  
Alabama Department of Environmental Management  
(ADEM)  
Arizona Department of Environmental Quality (ADEQ)  
California Environmental Protection Agency (Cal EPA)  
Certified Unified Program Agencies (CUPA) (California)  
Colorado Department of Public Health and Environment  
(DPHE)  
Department of Toxic Substances Control (California)  
Georgia Department of Natural Resources  
Illinois Environmental Protection Agency (EPA) (Illinois)  
Indiana Department of Environmental Management  
(IDEM)  
Integrated Waste Management Board (CIWMB)  
(California)  
Kansas Department of Health & Environment  
Kentucky Environmental and Public Protection Cabinet  
Minnesota Pollution Control Agency  
Mississippi Department of Environmental Quality  
Missouri Department of Natural Resources  
New Jersey Department of Environmental Protection  
New York State Department of Environmental  
Conservation (NYSDEC)  
Office of Environmental Health Hazard Assessment  
(OEHHA)  
Ohio Department of Commerce (BUSTR)  
Oklahoma Corporate Commission  
Oklahoma Department of Environmental Quality  
Pennsylvania Department of Environmental Protection  
Regional Air Pollution Control Agency (RAPCA) (Ohio)  
South Carolina Department of Health and Environmental  
Control  
State Department of Health Services (California)  
State Water Resources Control Board (SWRCB)  
(California)  
Tennessee Department of Environmental and  
Conservation  
Texas Commission on Environmental Quality  
U.S. Department of Transportation  
U.S. Environmental Protection Agency  
Wisconsin Department of Natural Resources

Exhibit 2 to  
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Occupational Safety and Health Administration (OSHA)

**XVI. Potential Interested Parties**

Brittingham, Julie & David  
Estate of Stella Demeniu  
Grimes, Rita  
Quinn, Larry  
Shannon Shaw, Martin L.  
Consumer Electronic Product Line  
Vehicle Electronic Product Line

**XVII. Litigation Parties**

Adams Oil  
Alan Torabi  
Alfaro, Jose C.  
Allegheny Coatings  
Allegheny Rodney  
Allegre Dong AH  
Alternate Resource, Inc.  
American Electronics Components (AEC)  
Amy C. Bastien  
Bryan, Greyson  
Arbogast, Michael A.  
Asherbranner, Jennifer T.  
Associated Springs & Barnes Group, Inc.  
Austin Group, Ltd.  
Automotive Technologies International, Inc.  
Ayusa  
A&O Mold & Engineering, Inc.  
Barnes, Cleary  
Bartell, Greg  
Beck, Bobby  
Bedrin, John  
Bendix ABS Fires  
Bernadine Peace  
Betty J. Flora  
Beuke, Robert L.  
Bex, Russell  
Bishop, Sr., James Denson  
Blas, Cassandra E.  
Bradley, Phyllis Jean  
Brady, Billy W.  
Brewer, Mary M.  
Brian Dickerson  
Brian Mahle  
Brian Penley  
Bridget A. Neubauer  
Brown, James Lee  
Building Materials Holding Corporation  
Buis, James  
Bulk Terminals, Inc.  
Byron E. Hurst

Canter, Richard  
Carl Allison  
Central Bank of Brazil  
Chad Dougherty  
Chapa, Israel  
Charles Francis Kulinec Jr.  
Chase-Orr, Kimberly  
Chris Wong  
Cindy Lee Schlicher, n/k/a Cindy Lee Berthold  
Circle Plastic Products, Inc.  
City of DelRay Beach Police  
Gimpex  
Mano Gum  
VEHVAC  
Cloncs, Donald  
Clorex S.A.  
Columbus Plant Fire  
Condutelli  
Conrad, Dean F.  
Cook, Sylvia  
Cox, Jon C.  
Crown City Plating Company  
Custom Energy, L.L.C.  
C&J Industries  
Daniel A. Miller  
Davis, Robert E., II  
Vasquez, Joe R d/b/a/ Farmers' Marketing Service  
Republic Waste Industries, Inc. a/k/a Autonaton  
Kelly Koszewski  
INFONAVIT (Instituto del Fondo Nacoinal de la  
Vivienda para los Trabajadores)  
Tolulene & Cloroethane  
Solvent Chemicals  
Opel Hungary/GMPT  
IMSS (Instituto Mexicano del Seguro Social)  
Demet  
Dennis Sharp  
Denso Corporation  
Devlieg Boulevard II, Inc.  
DHB-CA  
Donna R. Wilson  
DSL Net Inc.  
Eaton Corporation  
Edith C. James  
Elco Textron Fastening Systems  
Elmore, Jr., Arlis M.  
Energy Conversions Systems (ECS) f/k/a Morganite  
Ennis, Donald  
ESSEDUE  
Estate of Lannon  
Ethylene Propylene Diene  
Eva M. Orlik



Exhibit 2 to  
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Executive Loan Program - MI  
Farag Mohamed  
Felipe F. Gavia, Sr.  
Fiber Optic Fund  
Fiber Systems International, Inc.  
First Technology  
Fleming, Joseph A.  
Flex-Tech  
FLSA Investigation, Kettering  
Folck, Neal C.  
Freddie L. Johnson  
Gaines, Ira  
Gann, Robert Edwin  
Gary Whitney  
GfH  
Gillette, Edward A.  
Greystone & Co.  
Groce, Kelly R.  
Gualandi, Kevin  
Gulf Coast Bank & Trust Company  
Gutjahr, Michael  
Hammer, Edward  
Harold Woodson  
Hayes Brake  
Hillman, Robert  
Hirschmann Electronics GmbH & Co.  
Hoover Precision Plastics  
Hoyt, Arthur C.  
HPI  
Hubbard, Clarence E.  
Hunter, Clemie  
Hutchinson Seal Corp.  
H.E. Services Company  
ICG Communications, Inc.  
Diavia Belgian Distributor  
IUE Moraine Umpire  
James Burdette  
James H. Nguyen  
James Truscio  
Jason Mills  
Jeff Stoughton  
Jevicks, Teresa  
John Guevrra  
John Petrie  
Johnson, Jana C.  
Joseph Reno  
Judith Myers  
Karlin, Lawrence  
Kenneth J. Kumiega  
Key Plastics  
Kim Fouche  
Kim N. Khan

Kimberly Y. Foster  
Kostal of America, Inc.  
Kramer, Steven  
Kraus, Jessica  
Laneko  
Lemon Bay Partners  
Leon Sammons  
Linda Osowski  
Linerboard Antitrust  
Litex, Inc.  
Lockheed Martin Corp.  
Lori Smith  
Lunt Manufacturing Co., Inc.  
Lynn Rowell  
L&W Stamping, Inc.  
Magnesium Aluminium Corporation  
Mansel Hagan vs Clyde Lee, Jr.  
Mark Heathco  
Martin J. Jordan  
Martina Clark  
Martinez, Jose Angel Mata  
Mary Smith  
Means Industrial, Inc.  
Merritt, James and Bonnie  
Michael A. Polito  
Michael K. Snider  
Michael S. Young  
Michelle Hyder  
Mike Birdyshaw  
Mike Leslie  
Milwaukee Design Center  
Minnick, Ralph D.  
Modine Manufacturing Company  
Morrison, Thomas  
Mortensen, Philip Bradley  
Motorola Quadrasteer  
NBR  
Neal C. Folck  
Newton, David  
NGK Spark Plugs USA, Inc.  
Norma Jean Torsky  
Norman Jones  
O'Brian, George M.  
O'Brien, Michael L.  
O'Neill, Mary P.  
Orlick Industries, Ltd.  
OSHA Recordables  
P-K Tool & Manufacturing  
Pamela K. Dotson  
Paragon/CJR  
Parkview Metal Products, Inc.  
Partridge, Steve

Exhibit 2 to

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Patent Holding Company  
Paul J. Turinsky  
Paul Kirsch  
Automotive Applied Technologies Limited  
Pennington, Jeff  
Peter Yang  
Petrie Household Goods Claim  
Phelps, John W.  
Phillips, Robert  
Poitra, Tammie  
Praxair Surface Technologies  
Priest, Aaron  
Pritchard, Deborah Brown  
Proud, Douglas  
Quake Global, Inc.  
Quinn, Larry  
Raphael, Naomi  
Rebecca Lea Miles  
Rebecca Rudzik  
Reilly, Jr. Thomas A.  
ASEC France  
Richard Barner  
Richard J. Jakupco  
Richard Kowalski  
Richard W. Knisley, II  
Rio Bravo Occupied Worker Housing  
Robert Givens  
Robin McCree  
Roselyn Motley  
Rowley, Donald  
Ruben J. Rosen  
Russell Anderson, Jr.  
Russell, Thomas  
Sedberry, Joyce  
Segway  
Sharon Kelley  
Sharyl Yvette Carter  
Shawn VanAmburg  
Shaw, Martin L.  
Shontea Jenkins  
Siemens VDO Automotive AG (SVDO)  
Smith, James O.  
Smith, Louis  
Smolik, Lillie  
Sonja Abernathy  
SouthTrust Bank  
Stansbury II, Robert L.  
Stejakowski, Dennis  
Stephen M. McKee  
Steven Williams  
Strategic Distribution Marketing De Mexico, S.A. DE  
C.V.

Strattec Security Corporation  
Stuck, Ronald P.  
SungWoo  
Anglo Metals, Inc.  
Takata-Petri AG  
Talbot Case  
Tammy A. Vandale  
Tasha Kelely  
Tenneco Automotive Inc.  
Terazosin Hydrochloride  
Terrence Evans  
E&C-Sanko  
The Chamberlain Group, Inc.  
Theresa L. Spencer  
Thomas York Jr.  
Ticona Engineering Polymers  
Tina Newman  
Grundig Multimedia B.V.  
Trovan  
Tuthill, Rusty  
ESS, Inc.  
Delco Remy America, Inc. (DRA)  
Nabco Inc.  
Infratrol Cure Ovens  
U.S. Aeroteam, Inc.  
Valeo Electrical Systems, Inc.  
Valeo Switches and Detection Systems, Inc.  
Ventra - Tech  
Vincent J. Coletta  
Waldo, Richard L.  
Walter Keith Lawson  
Wheeler, Bruce C.  
Whitehead, Anthony  
Whitmire, Steven Lee  
William Ashburn  
William Blaesi  
William Jensen  
William P. Edwards  
Willis, Steven  
Woodward Diesel Pump  
Wood, Ralph  
Wright, Eugene A  
Yates, Dale A.  
Alex S. Stewart  
Anthony F. Budak  
Arnold, James Jr.  
Automotive Technologies, Inc.  
Avarette, Bessie  
Baxter, Daniel  
Bentley Rolls-Royce  
Berry, Doris  
Bhones, Diane

Exhibit 2 to  
Declaration of David A. Wilson

BMC Holding Corporation d/b/a BMC West  
BorgWarner Inc.  
BorgWarner Turbo Systems, Inc.  
Brantley, Shalonda J.  
Brian Lyons  
Britt, Stephanie  
Brooks, Diane  
Brooks, Marvin  
Brooks, Shameila  
Brown, Celestia  
Bryce Woodward  
Buchanan, Rufus O.  
Burch, Amy R.  
Butler, Daisy J.  
Campbell, John E.  
Chivers, Kathy L.  
Clyde Wilson  
Cockrane, Ameatha  
Colbert, John E.  
Connie Fournier  
Copeland, Huey G.  
CWI  
Daniel Lamb  
Davis, Janetta  
DCX  
Diana B. McBride  
DMS NA  
Droman, Rick  
Dukarski, Katherine  
Dutton, William Boyd  
Edward Joseph Greenwood  
Elco Textron, Inc.  
Enterprise Automotive Systems  
Epsilon  
Farmer, Darryl G.  
Faurecia Exhaust Sys Inc.  
Fieger, Fieger, Kenney and Johnson  
Fields, Charlotte  
Foster, Kim L.  
Gaddis, Tracy  
Garcia, Jessie L.  
Gilyard, Jonnie  
Glass, Coy  
Glynn, Marcus  
Gonzalez, Phillip  
Gordon, Franklin  
Gordon, Patricia  
Gregory James Knighton  
Harco Industries, Inc.  
Harden, John W.  
Hardy, William  
Harold Aubert

Hassel, Claudette M.  
Hernandez, Gloria  
Herndon, Laura V.  
Hills, Donald L., Sr.  
Honeywell ACS Sensing & Control  
Hood, Constance  
Hood, Kelli  
Howard, Mark  
International Truck  
IUE-CWA Local 755  
IUE-CWQ  
Johnson, Ruth  
Johnson, Shanellie  
Jones, David  
Jones, Lonnie  
Josey, Anita  
Joyce Walker  
Julias, Steven  
Kevin R. Walter  
Kowallek, Daniel E.  
Land Rover  
Larry Brady  
Larry C. Peters  
Latimore, John L.  
Lee Young  
Linda Hudson  
Lisa Gross  
Little, Robert W.  
Logistics Solution Group S.A. de C.V.  
Lumpkin, Robert J.  
Lunn, Richard  
Mahle Sistemas de Filtracion de Mexico  
Massey, Patricia  
Matter, Phillip  
MBUSI  
Teresa Hurst  
McCullough, Amy M.  
McDonald, Wilfred A.  
MCI Telecommunications Corporation  
McMillon, Anna  
Meyer and Williams  
Mulligan, Charles D.  
Ondo, Anthony C.  
Opel  
Owens, Donna  
Peters, Jerry  
Philip Gonzalez  
Pickett, Mary  
Powell, Charlene  
Qualls, Debbie L.  
Randal A. Middleton  
Reyes, Daniel

Exhibit 2 to

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Robert Lewis  
Samacki, Rachel  
Shanks, Carol  
Sherban, Daniel  
Sherer Electric  
State of New York  
Surles, Brenda  
Swain, Andrew  
Taylor, Kenneth  
Thomas, Demetrius  
Thompson, Maria N.  
Todd, William N.  
Vincent, Leo J.  
Walker, Joyce  
Warner-Eno, Leslie A.  
Wayne Conwell  
West, Roleda  
Whitaker, Samuel F.  
William D. Hanline  
Williams, Lester  
Wilson, Loretta  
Winbush, Meatha  
Wisehart, Rhonda  
Wolan, Lea  
Woodard, Anthony  
Young, Karl L.  
Adams, Thomas E.  
Aimtronics Corporation  
Alternative Resource, Inc.  
Ana Paula  
Anorve, Juan  
Apple Computer  
Arnold & Porter  
Aziz, Salman  
Bernstein, Sidney  
Brown, Jonathan  
CDA Consulting  
Celso Gon\*alves Viana  
Chilton, Alfred  
Clark, Charles  
Dactem, Inc.  
Dangerfield, Shawn  
Daniel Legorreta  
Donald M. Lyon, Esq.  
Dynamic Sciences International  
Eftec North America, LLC  
Electrical Systems Motors  
Electronic Environmental Engineering  
Electrospec Cost Recovery  
Ellis, Peter  
Fabricated Metals  
Financial Services of America, LLC

Fosbre, Frank J. Jr.  
Fromm, Pamela  
Gabrielle, Lori J.  
Glass, Garvin  
H.P. Haveles, Esq.  
Hahn Elastomer  
Hanners, Carolyn  
Harley Brakes  
Hassett & Donnelly, PC  
Howery Simon Arnold & White, LLP  
INSS  
Invensys  
Itabirito Plant  
Jan Strzebniok  
Janet E. Moser, Esq.  
Jarzyniecki, Philip  
Jeanniard  
Jeff C. Spahn, Jr., Esq.  
Joe Viviano  
Jon E. McDermott, Esq.  
Jon R. Smibert, Esq.  
Jonathan B. Taylor, Esq.  
Jones, Leland  
Jones, Rodger  
Jones, Vanessa  
Joshua A. Sherbin, Esq.  
Joyal Products, Inc.  
Junkin, Harrison & Junkin, PC  
JV Products  
Kenna Technical Services  
Kenna, William  
Kessler, Thomas  
Kreegar, William C.  
Krupp-Hoersch  
Laborsource 2000, Inc.  
Lazor, Daniel  
LK Nagano Sistemas Automotivos Ltda.  
Luiz Alberto Moreira  
Manns, Debra A.  
Matamoros  
Matthew G. Lindberg, Esq.  
Mauro Lucio Diniz  
McAleer, Adrian  
MetroCal, Inc.  
Ministerio Publico  
Missing Press Parts  
Mubea, Inc.  
MyFi Battery Fires  
Nesco Industries  
Novo Rio Baterias Ltda.  
Nu Tech Plastics Engineering, Inc.  
Olson Tooling

Exhibit 2 to  
Declaration of David A. Wilson

Onsalma  
Palmer, Cindie L.  
Paul Rosen, Esq.  
PODS  
Power Outage  
Public Lighting Authorities  
Reynosa  
Richard Vance, Esq.  
Ross, Marion  
Royal Freight, L.P.  
S "nia Aparecida da Silva  
Samuel W. Junkin, Esq.  
SEC-MSD Software Corporation  
Seskin, Lauren  
Smith, Erisha  
Sobel, Jonathan F.  
State of Minas Gerais  
Stewart, Andrew  
Stites & Harbison, PLLC  
Tom Van Dusen  
Valeo North American Corporate  
Watkins Motor Lines  
Weber, Herman  
William L. Seldeen, Esq.  
Williams, Modina  
Xandex, Inc.  
Yount, Loretta

**XVIII. Holders of 5% or More of the Equity  
Securities of Company**

Capital Group International, Inc.  
Capital Research & Management Company  
Dodge & Cox  
State Street Bank and Trust Company  
Brandes Investment Partners, LLC

**XIX. Holders of 5% or More of Notes of the  
Company**

First Clear  
Investors Bank & Trust Co.  
Lehman Brothers, Inc.  
Mellon Trust  
ML Sfkpg  
NFS LLC  
Pershing LLC  
SSB Electronic USA

**XX. Employees of the Office of the US Trustee, NYC**

Austin, Elizabeth J.  
Tom, Mary Elizabeth  
Arso, Courtney  
Brooks, Catletha

Catapano, Maria  
Choy, Danny A.  
Davis, Tracy Hope  
Dub, Elizabeth C.  
Elkins, Hollie T.  
Felton, Marilyn  
Fields, Myrna R.  
Joseph, Nadkarni  
Leonhard, Alicia M.  
Lord, Delores  
Lustrin, Pamela J.  
Martinez, Anna M.  
Masumoto, Brian S.  
Mendoza, Ercilia A.  
Mobley, Darin L.  
Moroney, Mary V.  
Morrissey, Richard C.  
Schwartzberg, Paul K.  
Sharp, Sylvester  
Soto, Hector  
Velez-Rivera, Andy  
Zipes, Greg M.  
Martini, Deirdre A.  
Crawford, Desiree  
Haynes, Hope A.  
Porter, Carol A.  
Segreto, John

**XXI. Bankruptcy Judge Drain and Staff**

Adlai S. Hardin  
Allan L. Gropper  
Arthur J. Gonzalez  
Burton R. Lifland  
Cecelia G. Morris  
Deirdre A. Martini  
Elizabeth J. Austin  
James M. Peck  
Mary Elizabeth Tom  
Prudence C. Beatty  
Robert D. Drain  
Robert E. Gerber  
Stuart M. Bernstein  
Tracy Hope Davis

**XXII. Objecting/Additional/Adverse  
Parties/Postpetition Parties**

@Road, Inc.  
A Berger Precision Ltd.  
A. Schulman, Inc.  
A.T. Kearney, Inc.  
A/C Holdings Investments  
A-1 Specialized Services and Supplies, Inc.

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AB Automotive, Inc.  
ABC Group Air Management System  
ABC Technologies, Inc.  
Abco Fire Protection, Inc.  
Abramczyk, Lawrence  
A-D Acquisition Holdings, LLC  
Admiral Tool & Manufacturing Co.  
Admiral Tool & Manufacturing Co.  
Advanced Decorative Systems - Kamagraph  
Ai--Doraville, LLC  
Ai-Genesee, LLC  
Alcan Rolled Products-Ravenswood, LLC  
Alexandria Extrusion Co.  
Alfaro, Jose  
Alfaro, Martha  
Algoods USA, Inc.  
Alicia M. Leonhard  
Allegro Productions Inc.  
Alliance Precision Plastics Corporation  
Alpine Electronics of America, Inc.  
Alstom Power Environment  
Alstom Power Environmental Consult GmbH  
Aman Environmental Construction, Inc.  
AMEC Earth & Environmental, Inc.  
American Recycling & Manufacturing Co., Inc.  
Ameritech Credit Corporation  
Ametek Dixon  
Ametek, Inc.  
AMR Industries  
Amroc Investments LLC  
Appaloosa Management L.P.  
Appaloosa Management L.P. (Rerun)  
Appaloosa Management L.P.  
Applied Tech Industries, Inc.  
Arabian Battery Holding Company  
Aramark Services, Inc.  
ARC Auto, Inc.  
ASM Capital  
AT&T Corp.  
Atlas Pressed Metals  
Autocam Corporation  
Autoliv ASP, Inc.  
Avenue Capital Group  
Avon Automotive  
Azimuth North America LLC  
B&B Machining & Grinding  
Backie, Robert  
Baker Hughes Incorporated  
Baker Petrolite Corporation  
Balch & Bingham LLP  
Ball Systems, Inc.  
Banco JP Morgan SA Institucion de Banco Double

Bank of Lincolnwood  
Banus, Alice J.  
Barliant, Ronald  
Barnes Group Inc.  
BASF Corporation  
BASF Corporation  
BASF Corporation  
Battelle Memorial Institute  
Battenburg, J.T.  
Beacon Reel Co.  
Bear Stearns Investment Products  
Behr Industries Corp.  
Behr Industries Corporation  
BEI Sensors & Systems Company  
BEI Technologies, Inc.  
Benteler Automotive Corp.  
Bishop, Sr. James E.  
Bona Vista  
Borg Indak, Inc.  
Breen Color Concentrates, Inc.  
Brenntag Southwest  
Buck Consultants, LLC  
Cadence Innovation, LLC  
Cadillac Rubber & Plastic  
Calvary Design Team, Inc.  
Capro, Ltd.  
Caraustar Custom Packaging Group, Inc.  
Carl Kufner  
Carlo Technical Plastics  
Cascade Die Casting Group, Inc.  
Cases2Go  
Castrol Industrial North America  
Castrol Industrial North America Inc.  
Celestica  
Century Mold and Tool Co.  
Cerberus  
Cerberus Capital Management, L.P.  
Cherokee North Kansas City, LLC  
Cherry Corporation  
Cherry GmbH  
Cimbar Performance Minerals  
City Of Wyoming  
Clarion Corporation  
Clark, Thomas & Winters P.C.  
Cleary Gottlieb Steen & Hamilton LLP  
Commonwealth of Massachusetts  
Comptrol Inc.  
Compuware Corporation  
Concordia Advisors LLC  
Constellation NewEnergy - Gas Division LLC  
Constellation NewEnergy, Inc.  
Continental Cass

Exhibit 2 to

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Contrarian Funds LLC	Engineered Systems, Inc.
Contrarian Funds, LLC	ENTEK International, LLC
Control & Power, Inc.	Entergy Services, Inc.
Control Masters, Inc.	Environ
Controls Crew Inc.	Equistar Chemicals, LP
Corning Incorporated	ESPEC North America, Inc.
Covisint	Evans, Terrence
Creative Techniques, Inc.	Evercore Partners
Crishon, Daniel B.	Fair-Rite Productions Corporation
Crown Credit Company	Ferro Corporation
CSX Realty Development, LLC	Flexible Automation Inc.
CSX Transporation, Inc.	Flextronics Technology (M) SDN. BHD
CTP Carrera, Inc.	Floform
Cypress-Fairbanks ISD	Flow Dry Technology Ltd.
Cyro Industries	Freescall Semiconductor
Cyrus Capital Partners	Fried, Frank, Harris, Shirver & Jacobson LLP
D.C. Capital Partners, L.P.	Fujikura America, Inc.
D.E. Shaw and Co.	Furukawa Electric Co., Ltd.
Daewoo International (America) Corp.	Furukawa Electric
Damren, Samuel	G.P. Reeves, Inc.
Dane Systems LLC	Gannon, Michael P.
Dashkovitz, Dennis	Gene T. Moore
Datwyler Inc.	Genearl Electric Capital
DBM Technologies, Inc.	General Products
Deliverus Network, Inc.	Genesee Packaging, Inc.
Detroit Heading, LLC	Georgia Department Of Revenue
Deutsch Dagan Ltd.	Gibbs Die Casting Corporation
Deutsche Bank Securities	GKN Sinter Metals, Inc.
Devco Corporation	Glover, John
Dexport Tool-Mfg.	Gobar Systems, Inc.
Deykes, Douglas	Goldman Sachs Group, Inc.
Dierker & Associates, P.C.	Gooding Company, Inc.
DK Acquisition Partners LP	Gray, Stephanie
Dobmeier Janitor Supply, Inc.	Greenhill & Co.
Dolce Investments LLC	Greer Stop Nut, Inc.
Dondero, James D.	Greer Stop Nut, Inc.
Doosan Infracore America Corp.	Greif
Doshi Prettl International, LLC	Gruner AG
DOTT Industries, Inc.	Gulf Coast Bank
Doty, Charles	H.E. Services Company
Downey, William P.	Hamlin Tool & Machine Co., Inc.
Duraswitch Industries Inc.	Harbinger
Earl Washington	Harbinger Capital Partners Master Fund I, Ltd.
Eaton Electrical, Inc.	Harbinger Capital Partners, LLC
Eaton Hydraulics, Inc.	Harbinger Del-Auto Investment Co. Ltd.
Eclipse Tool & Die, Inc.	Harris County / City of Houston
Eco-Bat America	Hayes Lemmerz International, Inc.
Edwin B. Stimpson Co., Inc.	Haynes and Boone, LLP
El Paso Heater & Supply Company	HB Performance Systems LLC
Electronic Data Systems (EDS)	HEAD Acoustics, Inc.
Elliot & Associates	Hexcel Corporation
Energy Engineering & Consulting Services, LLC	Highland Capital Management, L.P.

Exhibit 2 to

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Highland Credit Strategies Fund	Karl Kuefner, KG
Highland Multi-Strategy Master Fund, L.P.	Katz, Erwin
Highland Multi-Strategy Onshore Master SubFund, L.L.C.	Kaye Scholer LLP
Hitachi Magnetics Corporation	KDS Controls Inc.
Hollingsworth Sawmill Inc.	Kelly, James H.
Homer, Inc.	Kelsey-Hayes Company
Honigman Miller Schwartz and Cohn LLP	Kelsey-Hayes Company
Hoover Precision Products, Inc.	Kensington International Limited
Houlihan Lokey Howard & Zukin Capital, Inc.	Kerscher, William
Howes Temco	Keystone Powdered Metal Company
HQ Location	Kilroy Industries
HTT, Inc.	Kilroy Realty
Huntsville Radio Service, Inc.	KLA Tencor Corp.
Huston, Audrey L.	Klash, Inc.
Huston, Clarence	Korten Quality Systems, Ltd.
Huston, John Terry	Koury, James M.
Hyatt Legal Plans, Inc.	Koyo Corporation
Hydro Aluminum	Kringeta Design & Drafting
Hyundai Motor America	Kyocera Industrial Ceramics Products
Hyundai Motor America	Kyocera
Hyundai Motor Company	L&W Engineering Co.
Hyundai Motor Company	LaborSource 2000, Inc.
ICX Corporation	Ladika, Andrew
IER Fujikura	Lafonza E. Washington
IER Industries	Lafonza Earl Washington
ILM Tool Incorporated	Lakeshore Graphic, Inc.
INA USA, Inc.	Lakeside Plastics Limited
Industrial Coating, Inc.	Lampe Conway & Co., Inc.
Industrias Fronterizas HLI S.A.	Latigo Partners, LP
In-Parallel Computer Staff Ltd.	Law Debenture Trust Company Of New York
InPlay Technologies, Inc.	Lawrence, Brenda
Intermet Corporation	LBQ Foundry S.A. de C.V.
Interpublic Group of Companies, Inc.	Le Belier
Iron Mountain Information Management, Inc.	Legal Cost Control, Inc.
Italttech	Leicester Die & Tool, Inc.
Itautec America	Leong, Wilfred D.
IUE-CWA	Letavis Enterprises, Inc.
Jacoby, Dr. Betty Anne	Lextron Corporation
JAE Electronics	Liam P. O'Neill
James, Edith	Lift Medic LLC
Janes, Richard	Lightsource Parent Corporation
Jason Incorporated	Liquidity Solutions, Inc.
Jefferies & Company, Inc. (Rerun)	Lockport City Treasurer
Jideco of Bardstown, Inc.	Longacre Fund Management LLC
Johnson Controls, Inc.	Longacre Master Fund Ltd.
Johnson, Freddie	Longacre Master Fund, Ltd.
Jon C. Cox	Lorentson Manufacturing Company, Inc.
Jorgenson, Ronald E.	LTC Roll & Engineering Co.
JST Manufacturing Co., Ltd.	M.J. Whitman LLC
Juki Automation Systems, Inc.	MacAuto USA, Inc.
Kachele GmbH	Magnesium Electron, Inc.
Kaiser Aluminum & Chemical Corporation	Mandato, Carmen J.



Exhibit 2 to

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Mapes Piano String Company	Ohio Department of Taxation
Marathon Asset Management LLC	Ohio Hoist & Puller
March Coatings, Inc.	OKI America, Inc.
Maricopa County	Omega Tool Corp.
Maricopa County Treasurer	Ontario Limited
MarTek, Inc.	Onyx Environmental Services
Martin L. Shannon Shaw	Optical Cable Corporation
Massachusetts Department of Revenue	Orlik, Eva
Master Products Inc.	OSRAM Opto Semiconductors Inc.
Maxim Integrated Products, Inc.	OSRAM Opto Semiconductors
Mayer, Brown, Rowe & Maw LLP	OSRAM Sylvania
Mayville Engineering Co., Inc.	Osram Opto Semiconductors Inc.
McDermott Will & Emery	Owl Creek LP
Mercedes-Benz International, Inc.	P&R Industries, Inc
Merrill Lynch, Pierce, Fenner & Smith Incorporated	Pagemill Partners, LLC
Metaldyne Corporation	Panasonic Automotive Systems Company of America
Metric Equipment Sales, Inc.	Pardus Captial Management, L.P.
MG Corp	Pardus European Special Opportunities Master Fund, L.P.
Michael Palmer	Park Enterprises of Rochester, Inc.
Michigan Department of Treasury	Parker, Erica S.
Michigan Heritage Bank	Parker, Ericka S.
Michigan Metrology	Parlex Corporation
Milbank, Tweed, Hadley & McCoy	Paul Free
Milliken Company	Paul Hastings Janofsky & Walker LLP
Minco Tool & Mold, Inc.	Paul, Weiss, Rifkind, Wharton & Garrison LLP
Miniature Precision Components	PCB Piezotronics
Mobile Display Systems	Penn United Technology
Mocny, Terry R.	Pension Benefit Guaranty Corporation
Moldtech, Inc.	Pension Benefit Guaranty Corporation
Moraine Maintenance	Pentastar Aviation, LLC
Morrie Wayne Henry	Perez, Victoria B.
Mothershead, Robert A.	Peugeot Japy Industries S.A.
Motion Industries, Inc.	Peugeot S.A.
Motorola, Inc.	PHH Arval
Mott Community College	Phillips Plastics Teas AG
Multek Flexible Circuits, Inc.	Pillarhouse (U.S.A.), Inc.
Multek Flexible Circuits, Inc.	Pioneer Automotive Technologies, Inc.
Murata Electronics	PLA Holding VI LLC
National Molding Corp.	PLA Industrial Fund I LLC
Needham, Carolyn	PLA Mexico Industrial Manager I LLC
Neosong USA, Inc.	Plastic Plate, Inc.
Neuman Aluminum	Platinum Equity
NGK Automotive Ceramics USA, Inc.	Platinum Equity, LLC
Nissan Technical Center North America, Inc.	Pogue, Ronald M.
Nisshinbo Automotive Corporation	PolyOne Corporation
Northfield Acquisition Co.	Portage County Water Resources Department
NSS Technologies, Inc.	Potter, Michael
Nutech Plastics Engineering, Inc.	Precision Wire Technologies
Oetiker	Pridgeon & Clay, Inc.
Oetiker, Inc.	Production Devices
Offshore International, Inc.	Proto Manufacturing
Ohio Department Of Taxation	Prudential Financial Inc.

Declaration of David A. Wilson

Prudential Investment Management Inc.  
Prudential Real Estate Investors  
Public Employee's Retirement System of Mississippi  
Public Utilities Commission Of Ohio  
Pullman Bank and Trust Company  
PVI Industrial Washing  
Quasar Industries, Inc.  
Quest Diagnostics, Inc.  
R.J. Tower Corporation  
Rafael De Paoli  
Raiffeisen Kapitalanlage-Gesellschaft m.b.H.  
Ralco Industries, Inc.  
Rasselstien GmbH  
RecepTec, LLC  
Recticel North America, Inc.  
Recticel  
Reno, Joseph  
Ripplewood  
Riverside Claims  
Riverside Claims, LLC  
Roater Coaters International, Inc.  
Robert Backie  
Robin Industries, Inc.  
Rochester Distribution  
Root International, Inc.  
Rotaform, LLC  
Rothrist Tube (USA) Inc.  
Rotron, Inc.  
Rozanski, Cathy  
RSR Corporation  
RT Sub, LLC  
Russell Reynolds Associates, Inc.  
S & Z Tool & Die, Inc.  
Sacknew Products Division  
Salga Plastics Inc.  
Samtech and Multitronic (Mtronics, Inc.)  
Samtech Corporation  
San benito Consolidated Independent School District  
Sanders Lead  
Saturn Electronics  
SBC Capital Services  
SBC Communications Inc.  
SBC  
Schmidt Technology GmbH  
Sealy RG Valley Buildings, L.P.  
Security Plastics Division, NMC, LLC  
Select Industries Corporation  
Select Industries Corporation  
Senko Advanced Components, Inc.  
Sensus Precision Die Casting, Inc.  
Serigraph, Inc.  
Serma Coat Limited Liability Co.

SFS Intec, Inc.  
SGS North America, Inc.  
Sheldahl de Mexico S.A. de C.V.  
Siddall, Gary  
Sieloff, Michael E.  
Siemens VDO Automotive SAS  
Siemens  
Sierra International, Inc.  
Sierra Liquidity Fund  
Sierra Liquidity Fund, LLC  
Sierra Liquidity Fund, LLC  
Sierra Liquidity  
Sizemore, Rick L.  
SkyWorld Interactive  
SMC America  
SMC Corporation Of America  
Sojitz Corporation of America  
Solelectron Corporation  
Solution Recovery Services, Inc.  
Solvay Flourides, LLC  
Sonic Tech  
Sony Electronics, Inc.  
Southtec, LLC  
SouthTrust Bank / South Trust Bank  
South-West City School District Board of Education  
Southwest Research Institute  
Southwire Company  
SPCP Group LLC  
SPCP Group, L.L.C.  
Specmo Enterprises  
Springfield Associates LLC  
SPS Technologies Waterford Company  
SPS Technologies, LLC  
State of Michigan Department of Labor & Economic  
Growth, Unemployment Insurance Agency  
Stelmach, Dale R.  
Stephenson & Lawyer, Inc.  
Stephenson and Lawyer, Inc.  
Stichting Pensioenfond ABP  
Strand Advisors, Inc.  
Structural Mechanics Analysis  
Sumitomo Corporation of America  
Sumitomo Wiring Systems (U.S.A.), Inc.  
Sun Microsystems, Inc.  
Superior Design Co., Inc.  
Susan M. Buttitta  
Sweeton, Donald R.  
Sweeton, Sarah E.  
Tal-Port Industries, LLC  
Tata America International Corporation  
Taylor Hobson Precision  
TCS America

Exhibit 2 to

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TDK (Tesa AG)  
Teacher's Retirement System of Oklahoma  
Technical Materials, Inc.  
Tecnomec S.r.l.  
Teledyne Technologies Incorporated  
Teleflex Incorporated  
Teleflex Morse  
Temco Automotive of North Dakota  
Tennessee Department of Revenue  
Tennessee Valley Authority  
Tesa AG  
Textron Financial Corporation  
Textron Financial  
The Bishop Company  
The Growing Concern  
The Lee Company  
The Renco Group, Inc.  
The Thomas Engineering And Surveying Co.  
The Timken Company  
Thermo NITON Analyzers LLC  
Third Avenue  
Third Avenue Funds  
Third Avenue Management LLC  
ThyssenKrupp Budd Systems, LLC  
ThyssenKrupp Budd Systems, LLC  
ThyssenKrupp Stahl Company  
ThyssenKrupp Waupaca, Inc.  
TK Holding, Inc.  
Toshiba America Electronics Components  
Tower Automotive Bardstown, Inc.  
Tower Automotive Bowling Green, LLC  
Tower Automotive Chicago, LLC  
Tower Automotive Finance, Inc.  
Tower Automotive Granite City Services, LLC  
Tower Automotive Granite City, LLC  
Tower Automotive International Holdings, Inc.  
Tower Automotive International Yorozu Holdings, Inc.  
Tower Automotive International, Inc.  
Tower Automotive Lansing, LLC  
Tower Automotive Madison, LLC  
Tower Automotive Michigan, LLC  
Tower Automotive Milwaukee, LLC  
Tower Automotive Plymouth, Inc.  
Tower Automotive Products Company, Inc.  
Tower Automotive Receivables Company, Inc.  
Tower Automotive Services and Technology, LLC  
Tower Automotive Technology Products, Inc.  
Tower Automotive Technology, Inc.  
Tower Automotive Tool, LLC  
Tower Automotive, Inc.  
Tower Automotive, Inc.  
Tower Automotive, s.r.o.

Tower Services, Inc.  
TPO Displays USA, Inc.  
Trade Debt Net  
Trans Tron, Ltd., Inc.  
Trans-Matic Mfg. Co., Inc.  
Tremont City Barrel Fill PRP Group  
Tricon Industries, Inc.  
Trinary  
TRW Canada Limited  
TRW Electronica Ensamblados S.A. de C.V.  
TRW Vehicle Safety Systems, Inc.  
Trylon Corporation  
TUF-TUG  
U.S. Timken Company  
UBS Securities LLC  
Ultratech, Inc.  
Umicore Autocat Canada Corporation  
Umicore  
Union Pacific Railroad Company  
United Minerals & Properties, Inc.  
Universal Tool and Engineering  
US Farathane Corporation  
US Xpress Enterprises, Inc. Eft  
Valeo Climate Control Corp.  
Vanguard Distributors, Inc.  
Venture Plastics, Inc.  
Veolia Environmental Services  
Veritus AG  
Veritus Digital Technologies  
Versatile Engineering, Inc.  
Via Systems  
Via Systems  
Vitronic Sole Tech  
W.E. Energies  
Wabash, Inc.  
Wachovia Bank, National Association  
Wamco, Inc.  
Warner Supply, Inc.  
Weil, Gotshal & Manges LLP  
Wellman, Inc.  
Westwood Associates  
Wexford Capital LLC  
White & Case LLP  
Whitney, Gary  
Willkie Farr & Gallagher  
Wilmington Trust Company  
Wilson, Donna  
Woco Industries  
Woodson, Harold  
WorldWide Battery Company, LLC  
Worthington Steel Company  
Wren Industries, Inc.

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Wright, David  
WWG Inc.  
XM Satellite Radio, Inc.  
Yacub, Luqman  
Yilmaz Sahinkaya Structural Mechanics Analysis Inc.  
Yoder Industries Inc.  
York International, Corp.  
Zeller Electric of Buffalo, Inc.

**XXIII. Proposed Mediators for Claims Administration**

Abrams, Marc  
Barliant, Ronald  
Blalber-Strauss, Barbara  
Brimer, Lynn M.  
Conrad, Francis  
Cook, Susan M.  
Flaxer, Jonathan  
Giunta, Rozanne M.  
Handler, Wallace  
Katz, Erwin I.  
Moran, Edward  
Nisselson, Alan  
Rich, Jeffery N.  
Rose, Ronald M.  
Samet, Joseph

# **EXHIBIT G**

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Delphi Corporation  
Special Party

Company	Contact	ADDRESS1	ADDRESS2	CITY	STATE	ZIP
H E Services Comp Robert Backie	Victor Mastromarco Jr	The Mastromarco Firm	1024 N Michigan Ave PO Box 3197	Saginaw	MI	48605